

A010000000815

Mr. Raymond L. Verheul
Venice Avenue Project I, L.P.
5221 Marshfield Lane
Sarasota, FL 34235

March 1, 2001

MJH

00789-00507-00671

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

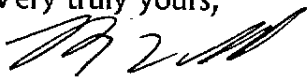
Re: Venice Avenue Project I, L.P.

001-10584
600004139376--4
-05/07/01--01109--002
***1846.25 ***1846.25

Dear Sir or Madam:

Enclosed please find the original and one copy of Certificate of Limited Partnership and Affidavit of Capital Contributions, together with a check in the amount of \$1846.25. This represents the cost of the Filing Fees, Certified Copy and Certificate of Limited Partnership and Fee for Registered Agent Designation for the above-named limited partnership.

Very truly yours,



Raymond L. Verheul
As President, Kemmerer-Verheul, Inc.
General Partner

Enclosures

check stapled here

FILED
01 JUN 19 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 9, 2001

RAYMOND L. VERHEUL
5221 MARSHFIELD LANE
SARASOTA, FL 34235

SUBJECT: VENICE AVENUE PROJECT I, L.P.
Ref. Number: W01000010584

We have received your document for VENICE AVENUE PROJECT I, L.P. and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 301A00028103

CERTIFICATE OF LIMITED PARTNERSHIP

of

VENICE AVENUE PROJECT I, LIMITED PARTNERSHIP

The undersigned general partner, a natural person competent to contract, hereby forms a limited partnership under the laws of the State of Florida.

ARTICLE I – LIMITED PARTNERSHIP NAME

The name of the limited partnership is Venice Avenue Project I, Limited Partnership.

ARTICLE II –PURPOSE

The limited partnership is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III – BUSINESS ADDRESS OF LIMITED PARTNERSHIP

The business address of the limited partnership shall be as follows:

5221 Marshfield Lane
Sarasota, FL 34235

ARTICLE IV – REGISTERED AGENT

The name and street address of the Initial Registered Office and Agent of this limited partnership is:

Raymond Verheul
5221 Marshfield Lane
Sarasota, FL 34235

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Raymond Verheul, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V – MAILING ADDRESS OF LIMITED PARTNERSHIP

The limited partnership's principal office and mailing address shall be as follows:

5221 Marshfield Lane
Sarasota, FL 34235

ARTICLE VI – DATE OF DISSOLUTION OF LIMITED PARTNERSHIP

The latest date upon which the Limited Partnership is to be dissolved is March 1, 2050.

ARTICLE VII – NAME OF GENERAL PARTNER

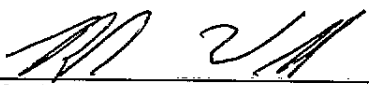
Kemmerer-Verheul, Inc.
5221 Marshfield Lane
Sarasota, FL 34235

PO1000045490

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 1st day of March, 2001.

Signature of all general partners:



Mr. Raymond Verheul, as President of
Kemmerer-Verheul, Inc., General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of Venice Avenue Project I, Limited Partnership, a Florida Limited Partnership, certify:

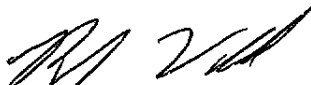
The amount of capital contributions to date of the limited partners is \$ -0-

The total amount contributed and anticipated to be contributed by the limited partners, at this time, totals \$500,000.00.

Signed this 1st day of March, 2001

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



Mr. Raymond Verheul, as President of
Kemmerer-Verheul, Inc., General Partner