

A01000001146

Terence R. Wirth II
C/O Moffitt Corporation, Inc.
2457 South 3rd Street
Jacksonville Beach, FL 32250
(904)-241-9944 X104

August 24, 2001

Florida Dept. of State
Registration Section - Attn: Gretchen Harvey
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 245-6051

600004530186--2

-08/27/01--01054--025

***797.50 ***772.50

600004530186--2

-08/13/01--01071--009

***155.00 ***155.00

Ref #: W01000018847

Dear Gretchen:

I have enclosed our Certificate of Limited Partnership, Affidavit of Capital Contributions for FL LP, and Statute of Qualification for Florida LLLP status, along with a check for \$ 797.50 to cover the following fees:

Fee for Registered Agent for LP:	\$ 35.00
Fee for Est. Cert. of Capital (\$120,000 @ \$7 per \$1000)	\$ 840.00
Fee for Filing LLLP	\$ 25.00
Certified Copy	\$ 52.50
Total Fees due	\$ 952.50
Less amount paid earlier with LLC to apply	<u>\$(155.00)</u>
Net enclosed by check	\$ 797.50

Per my conversation with others in your office, I have enclosed a copy of your letter and am hereby authorizing you to cancel our request for LLC status and instead create the enclosed LP/LLLP. Please apply the funds sent in previously of \$155.00 towards our registration of Linkside Capital Holdings, Ltd. (LLLP). If you require any further information, I can be reached at the address or telephone number above. Please return all paperwork by mail to the address listed above. Thank you in advance for processing timely.

Very Best Regards,


Terence R. Wirth II

Enclosures:

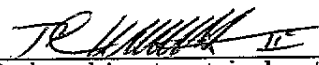
Cert. of LP, Aff. of Capital, Stmt. Of Qual. for LLLP Status, Copy of Letter,
Check

TRW/mmi

H.C.Mydocs.Links.L-LF Revised Reg Linkside LLLP 8.24.01 trw

A01-1146
\$720.00-LP
\$52.50-CC

CERTIFICATE OF LIMITED PARTNERSHIP

1. Linkside Capital Holdings, Ltd.
(Name of Limited Partnership, must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 2457 South 3rd Street, Jacksonville Beach, FL 32250
(Business address of Limited Partnership)
3. Terence R. Wirth II
(Name of Registered Agent for Service of Process)
4. 2457 South 3rd Street, Jacksonville Beach, FL 32250
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 2457 South 3rd Street, Jacksonville Beach, FL 32250
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 11/12/01
8. Name(s) of general partner(s): _____ Street address: _____

Terence R. Wirth II

2457 South Third Street, Jacksonville Beach, FL 32250
(3rd)

John D. Moffitt

2457 South Third St., Jacksonville Beach, FL 32250
(3rd)

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

Signed this 24th day of August, 2001.

Signature of all general partners:


General Partner


General Partner

General Partner

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Linkside
Capital Holdings, Ltd.
a Florida Limited Partnership, certify:

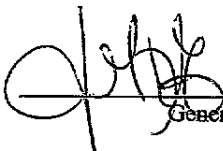
The amount of capital contributions to date of the limited partners is \$ 46,308.⁰⁰

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 120,000.⁰⁰

Signed this 24th day of August, 2001.

FURTHER AFFIANT SAYETH NOT.

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



General Partner



General Partner

General Partner

General Partner

General Partner

General Partner