

AD1000001207

DONALD E. SCHOLL
600 EAST TARPON AVENUE
TARPON SPRINGS, FLORIDA 34689

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MJH

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-09/05/01--01081--006
****875.00 ****875.00

9/5

August 31, 2001

Department of State
409 E. Gaines Street
Tallahassee, FL 32399

In Re: Certificate of Limited Partnership and
Affidavit of Capital Contributions - Phoenix 8000, Ltd.

Dear Sir or Madam:

Enclosed please find two original executed Certificate of Limited Partnership and Affidavit of Capital Contributions for filing along with our firm check in the amount of \$875.00 for the following fees:

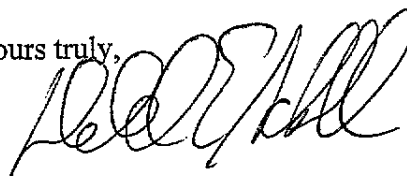
- Register Agent Fees \$35.00
 - Contribution Fees* \$840.00
- Total: \$875.00

*(\$7.00 per thousand of contribution @ \$120,000)

Please return one of the file marked certificates to me at this address for my records.

Thank you for your assistance.

Yours truly,



DONALD E. SCHOLL

01 SEP -5 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DES/dsf
Enclosures

**CERTIFICATE OF
LIMITED PARTNERSHIP AND AFFIDAVIT
OF CAPITAL CONTRIBUTIONS
PHOENIX 8000, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

Charles H. Newcomer affirms under penalties of perjury that the following facts stated in this Certificate are true:

- A. The name of this limited partnership is Phoenix 8000, Ltd.
- B. The address of the office and the name and address of the agent for service of process required to maintained by Florida Statute 620.105 is:

Charles H. Newcomer
444 East Lemon Street
Tarpon Springs, FL 34689

- C. The name and business address of the sole general partner is:

Charles H. Newcomer
444 East Lemon Street
Tarpon Springs, FL 34689

- D. The mailing address for the limited partnership is:

Phoenix 8000, Ltd.
444 East Lemon Street
Tarpon Springs, FL 34689

- E. The latest date upon which the partnership is to dissolve is August 1, 2010.

- F. Affidavit of Capital Contribution.

FILED
01 SEP -5 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


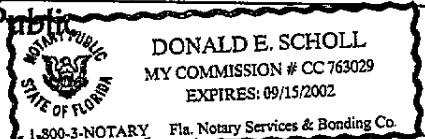
The undersigned Charles H. Newcomer, after first being sworn upon his oath says that the capital contributions of the limited partner as of this date are zero and the amount anticipated to be contributed by the limited partners is One Hundred Twenty Thousand Dollars (\$120,000.00).

FURTHER AFFIANT SAYETH NAUGHT.



Charles H. Newcomer

STATE OF FLORIDA
COUNTY OF PINELLAS:

Sworn to and subscribed before me this 31 day of August 2001, by Charles H. Newcomer, personally known to be the person described in or who has produced N/A as identification.

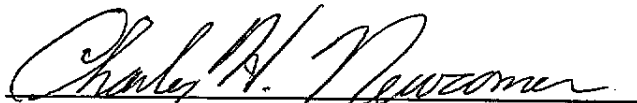

Notary Public

DONALD E. SCHOLL
MY COMMISSION # CC 763029
EXPIRES: 09/15/2002
1-800-3-NOTARY Fla. Notary Services & Bonding Co.

This Certificate of Limited Partnership and Affidavit of Capital Contributions is being submitted by Charles H. Newcomer, the General Partner of this limited partnership on this 31 day of August 2001.


CHARLES H. NEWCOMER,
General Partner
Phoenix 8000, Ltd., a Florida Limited
Partnership

**ACCEPTANCE OF RESIDENT AGENT
FOR LIMITED PARTNERSHIP**

In compliance with Florida Statutes 620.105, 620.108 and 620.109 and other Florida Statutes, Charles H. Newcomer, having been appointed as Resident Agent for Phoenix 8000, Ltd., a Florida Limited Partnership, affirms that he is a Florida resident with his business office and registered office at 444 East Lemon Street, Tarpon Springs, Florida 34689, and that he accepts being named Resident Agent to accept service of process for Phoenix 8000, Ltd., at the place designated in this certificate and that he accepts to act in this capacity and agrees to comply with the provision and all statutes relative to the proper and complete performance of his duties as a Resident Agent.


Resident Agent - Charles H. Newcomer

August 31, 2001

Phoenix 8000, Ltd.
444 East Lemon Street
Tarpon Springs, FL 34689