

A010000001435

Mr. Victor L. Spencer
Velocity Investment Limited Partnership
7910 Ivywood Road
Largo, FL 33777

October 1, 2001

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

300004651783--2
-10/24/01--01049--002
***1837.50 ***1837.50

Re: Velocity Investment Limited Partnership

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 \$1,837.50. 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,

Victor L. Spencer

Victor L. Spencer
General Partner

Enclosures

check stapled here

FILED
01 OCT 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A01-1435
AL

CERTIFICATE OF LIMITED PARTNERSHIP

of

VELOCITY INVESTMENT 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 Velocity Investment 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:

7910 Ivywood Road
Largo, FL 33777

ARTICLE IV – REGISTERED AGENT


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

Ruth A. Petit
7910 Ivywood Road
Largo, FL 33777

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TALLAHASSEE, FLORIDA

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.



Ruth A. Petit, Registered Agent

ARTICLE V – MAILING ADDRESS OF LIMITED PARTNERSHIP

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

7910 Ivywood Road
Largo, FL 33777

ARTICLE VI – DATE OF DISSOLUTION OF LIMITED PARTNERSHIP

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

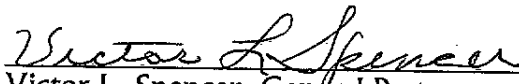
ARTICLE VII – NAME OF GENERAL PARTNER

Victor L. Spencer
7910 Ivywood Road
Largo, FL 33777

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 October, 2001.

Signature of all general partners:


Victor L. Spencer, General Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of Velocity Investment Limited Partnership, a Florida Limited Partnership, certify:

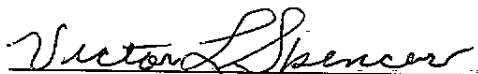
The amount of capital contributions to date of the limited partners is \$ -0-.

The total amount contributed and anticipated to be contributed by the limited partners, at this time, totals \$327,000.00.

Signed this 1st day of October, 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.


Victor L. Spencer, General Partner

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TALLAHASSEE, FLORIDA