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From:

Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION
Account Number : 071670002600
Phone : (941) 364-2409
Fax Number : (941) 364-2490

AL

FLORIDA LIMITED PARTNERSHIP

FDS Investments, Ltd.

Certificate of Status	0
Certified Copy	1
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FAX AUDIT # H01-123470

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FDS INVESTMENTS, LTD.

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Chapter 620, Florida Statutes ("Act"), and being duly sworn, does certify as follows:

Article 1. Name and Address. The name of the Limited Partnership is FDS INVESTMENTS, LTD. The mailing address and principal address of the Limited Partnership is c/o First Union National Bank, 1819 Main Street, Suite 230, Sarasota, Florida 34236.

Article 2. Initial Registered Office and Agent. The street address of the initial Registered Office of the Limited Partnership is 720 South Orange Avenue, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is David M. Silberstein, Esq.

Article 3. Purpose. The purposes of the Limited Partnership shall be to acquire, operate, manage, improve, lease, mortgage, sell, joint venture or otherwise exploit such real property and tangible or intangible personal property as the Limited Partnership may acquire; to engage in and transact any lawful business for which limited liability companies may be organized under the Act, and to carry on any other activities as may be necessary or appropriate in connection with or incidental to the foregoing purposes, it being agreed that each of the foregoing is an ordinary part

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Atty. Bar #436879

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of the Limited Partnership's business. The Limited Partnership shall have all powers of a limited partnership as provided in the Act, including authorization to purchase, mortgage, sell, lease, manage, construct, renovate, operate, improve, alter, transfer, joint venture or otherwise convey and encumber all or any portion of the Limited Partnership's property at any time and from time to time, and to do all other things necessary or appropriate to carry out the foregoing purposes.

Article 4. General Partner's Name and Address. The name and address of the General Partner of the Limited Partnership is as follows:

FDS Investments, LLC
c/o First Union National Bank
1819 Main Street, Suite 230
Sarasota, Florida 34236
Attention: Manager

LOI-22399

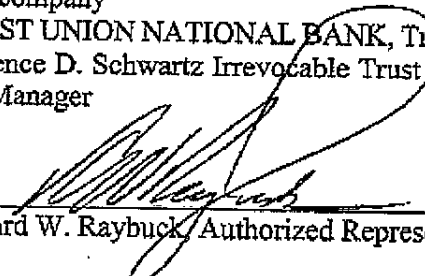
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Article 5. Duration. The Limited Partnership shall commence upon the filing of the Certificate of Limited Partnership and continue until December 31, 2020, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership of FDS INVESTMENTS, LTD. on this 21st day of DECEMBER, 2001.

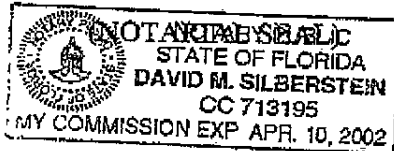
FDS INVESTMENTS, LLC, a Florida limited liability company
By: FIRST UNION NATIONAL BANK, Trustee of the Florence D. Schwartz Irrevocable Trust d/a dtd. 6/7/00, Manager

By: 
Richard W. Raybuck, Authorized Representative

FAX AUDIT # H01-123470

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21 day of December, 2001, by Richard W. Raybuck, as Authorized Representative of First Union National Bank, Trustee of the Florence D. Schwartz Irrevocable Trust u/a dtd. 6/7/00, Manager of FDS Investments, LLC, a Florida limited liability company, General Partner of FDS INVESTMENTS, LTD. He is personally known to me or has produced A FLA Drivers License as identification and did not take an oath.



* DAVID M. SILBERSTEIN

*(Print Name of Notary Public)

Notary Public - State of Florida

My commission expires

Commission Number

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ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed Registered Agent of FDS INVESTMENTS, LTD., being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 620.192, Florida Statutes.

DATED this 21 day of December, 2001.

DAVID M. SILBERSTEIN, Registered Agent

FAX AUDIT # H01-123470

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments as a Notary Public in the above state, personally appeared Richard W. Raybuck, as Authorized Representative of First Union National Bank, Trustee of the Florence D. Schwartz Irrevocable Trust u/a dtd. 6/7/00, Manager of FDS Investments, LLC, a Florida limited liability company, General Partner of FDS INVESTMENTS, LTD., a Florida limited partnership, (NOTARY CHOOSE ONE) [] who is personally known to me or [✓] who produced A FLA Drivers License as identification, and having been duly sworn, deposes and says as follows:

1. The Limited Partner has not contributed to the capital of the Limited Partnership.
2. No other property has been contributed to the Limited Partnership.
3. The total amount of cash and property anticipated to be contributed by the Limited Partner is \$4,000,000.

FURTHER AFFLIANT SAITH NAUGHT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Signed this 21st day of DECEMBER, 2001.

FDS INVESTMENTS, LLC, a Florida limited liability company

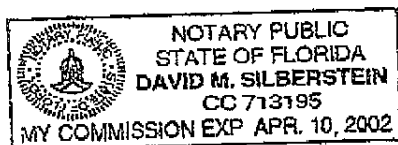
By: FIRST UNION NATIONAL BANK, Trustee of the Florence D. Schwartz Irrevocable Trust u/a dtd. 6/7/00, Manager

By:

Richard W. Raybuck, Authorized Representative

Signature of Notary Public

DAVID M. SILBERSTEIN



Print Name of Notary Public and Affix Seal
My Commission Expires: _____

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