



A02000000293

ACCOUNT NO. : 072100000032

REFERENCE : 427696 4352702

AUTHORIZATION :

Patricia Pujato

COST LIMIT : \$ 1837.50

ORDER DATE : March 4, 2002

ORDER TIME : 12:07 PM

ORDER NO. : 427696-005

BK

900005044079--2

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
Williams Parker Harrison Dietz
& Getzen
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: PHILLIPPI HOLDINGS, LTD.

EFFECTIVE DATE:

3

- ARTICLES OF INCORPORATION
- XX CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS: _____

FILED
 02 MAR -5 PM 3:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 02 MAR -5 PM 1:51
 DIVISION OF CORPORATE
 TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PHILLIPPI HOLDINGS, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

02 MAR -5 PM 3:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part 1 of the Florida Statutes, and hereby states the following:

1. The name of the limited partnership is Phillippi Holdings, Ltd. (the "Partnership").
2. The address the principal officer of the Partnership is 3665 Bee Ridge Road, Sarasota, Florida 34233.
3. The mailing address for the Partnership is Post Office Box 5722, Sarasota, Florida 34277-5722.
4. The name and street address of the general partner of the Partnership is PLH Investments, Inc., Post Office Box 5722, Sarasota, Florida 34277-5722.
5. The name and street address of the registered agent for service of process on the Partnership in Florida is William M. Seider, 200 South Orange Avenue, Sarasota, Florida 34236.
6. The latest date upon which the Partnership is to be dissolved is December 31, 2065.

PO2000023630

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 28 day of February 2002.

PLH Investments, Inc.,
a Florida corporation,
as General Partner of Phillippi Holdings, Ltd.

By: Robert A. Morris, Jr.
Robert A. Morris, Jr.
Its President

Having been named as registered agent for Phillippi Holdings, Ltd., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

William M. Seider
William M. Seider
Registered Agent

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
PHILLIPPI HOLDINGS, LTD.**

FILED
MAR -5 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, the sole general partner of Phillippi Holdings, Ltd., a Florida Limited Partnership, certifies:

The amount of capital contributions to date of the limited partners is at least \$250,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time is at least \$250,000.

Signed this 28 day of February 2002.

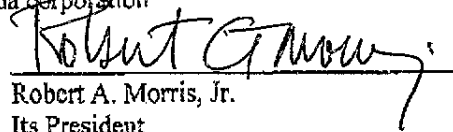
FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNER:

PLH Investments, Inc.,
a Florida corporation

By:


Robert A. Morris, Jr.
Its President