

A02000000591



JONATHAN S. DEAN P.A.*
MICHAEL E. DEAN
SUSAN E. DEAN P.A.

A LIMITED LIABILITY PARTNERSHIP
CONSISTING OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

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OCALA, FLORIDA 34470-7075

*CERTIFIED CIRCUIT COURT MEDIATOR

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April 12, 2002

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

RE: ADVANTAGE FUNDING, L.P.

Gentlemen:

A02-591

Enclosed please find our check in the amount of \$148.75 to cover the costs for the filing fee (\$52.50), designation of registered agent (\$35.00), certified copy (\$52.50) and one certificate (\$8.75) for formation of Advantage Funding, LP.

Upon acceptance and filing of this new limited partnership, please forward the acknowledgement and accompanying documents to my attention. Should you have any questions, please do not hesitate to give me a call.

Very truly yours,

DEAN & DEAN LLP

Jonathan S. Dean

JSD:mlr
Enclosures

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-04/15/02-01069-013
****148.75 ****148.75

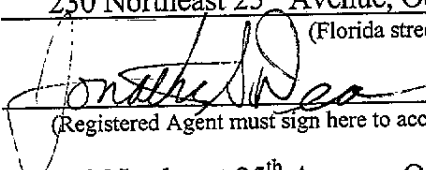
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DIVISION OF CORPORATIONS
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no conflict P02-4085

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CERTIFICATE OF LIMITED PARTNERSHIP

1. ADVANTAGE FUNDING, L.P.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 230 Northeast 25th Avenue, Ocala, Florida 34470
(Business address of Limited Partnership)
3. Jonathan S. Dean
(Name of Registered Agent for Service of Process)
4. 230 Northeast 25th Avenue, Ocala, Florida 34470
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 230 Northeast 25th Avenue, Ocala, Florida 34470
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is April 1, 2002

8. Name of general partner:

Street Address:

ADVANTAGE FUNDING, INC.

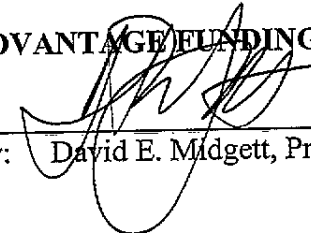
230 Northeast 25th Avenue
Ocala, Florida 34470

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 10th day of April, 2002.

Signature of all general partners:

ADVANTAGE FUNDING, INC.

By:  David E. Midgett, President

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

The undersigned, constituting all of the general partners of **ADVANTAGE FUNDING, L.P.**, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$100.00.

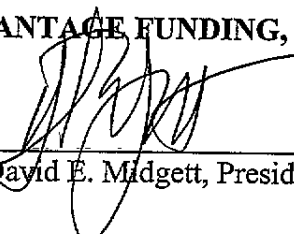
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

Signed this 10th day of April, 2002.

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.

ADVANTAGE FUNDING, INC.


By: David E. Midgett, President

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