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AEG

The Athena Funding Group
A020000000893

Saturday, June 22, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

200006097172--6
-06/28/02--01003--018
****398.75 ****323.75

Dear Sirs:

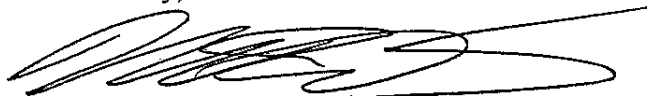
I have enclosed the following documents and corresponding fees for Athena Funding Group III, LLLP:

Certificate of Limited Partnership And Designation of registered agent	\$ 35.00 ✓
Statement of qualification for Florida Limited Liability Limited Partnership	\$ 25.00
Affidavit of Capitol Contributions	\$280.00 ✓
We request a Certificate of Status.	\$ 8.75 ✓
Fictitious Name Registration	\$ <u>50.00</u>
Total	\$398.75

FILED
02 JUN 26 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you have any questions or concerns, feel free to contact me directly at (813) 910-8703.

Sincerely,



Michael J. Weinard
President, Athena Funding Group, Inc.,
General Partner of Athena Funding Group III, LLLP.

A02-893
OK


The Athena Funding Group
Post Office Box 47706
Tampa, Florida 33647

Telephone: (813) 910-8703 Facsimile: (813) 910-8896 Toll Free: (800) 824-2615

FF \$280
RA 35
CLS 8.75

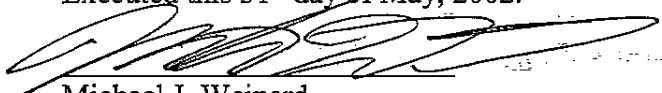
CERTIFICATE OF LIMITED PARTNERSHIP

1. The name of the Limited Liability Limited Partnership is ATHENA FUNDING GROUP III, LLLP.
2. The business address of the Limited Liability Limited Partnership is Post Office Box 47706, Tampa, Florida 33647.
3. The name of the Registered Agent for Service of Process is Michael J. Weinard.
4. The street address for the Registered agent is 18904 Beachdrop Place, Tampa, Florida 33647.
5. The Registered Agent hereby accepts his designation as Registered Agent For Service Of Process:


Michael J. Weinard

6. The mailing address of the Limited Liability Limited Partnership is Post Office Box 47706, Tampa, Florida 33647.
7. The latest date upon which the Limited Liability Limited Partnership is to be dissolved is July 1, 2008.
8. The name and address of the General Partner is: Athena Funding Group, Inc., Post Office Box 47706, Tampa, Florida 33647.

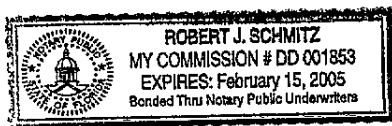
Under penalties of perjury I declare that I have read the forgoing and know the contents thereof and that the facts stated herein are true and correct to the best of my knowledge.
Executed this 31st day of May, 2002.

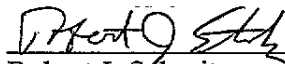

Michael J. Weinard
President of Athena Funding Group, Inc.
General Partner of Athena Funding Group III, LLLP

860-93754
02 JUN 26 AM 10:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME THE UNDERSIGNED AUTHORITY personally appeared, Michael J. Weinard, who after being duly sworn, deposes and says that he has read the foregoing and the facts contained therein are true and correct

Sworn and subscribed to on this 31st day of May, 2002.
Affiant is personally known to me.




Robert J. Schmitz

**AFFIDAVIT OF CAPITOL CONTRIBUTIONS
FOR A FLORIDA LIMITED LIABILITY PARTNERSHIP**

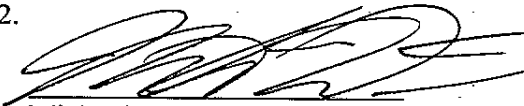
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME THE UNDERSIGNED AUTHORITY personally appeared, Michael J. Weinard,
who after being duly sworn, deposes and says:

1. That I am the President of Athena Funding Group, Inc., the General Partner of Athena Funding Group III, LLLP.
2. That the amount of capitol contributions to date from all partners is one hundred dollars (\$100.00).
3. That the total amount of capitol contributions anticipated is forty thousand dollars (\$40,000.00).

FURTHER AFFIANT SAYETH NOT

Executed this 31st day of May, 2002.


Michael J. Weinard, President Athena
Funding Group, Inc. General Partner of
Athena Funding Group II, LLLP

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 31st day of May, 2002, 2002, by Michael J. Weinard as President of ATHENA FUNDING GROUP, INC., Florida Corporation, on behalf of the corporation, as General Partner of ATHENA FUNDING GROUP III, LLLP, a Florida limited liability limited partnership. He is personally known to me.

Notary Public, State of Florida


Robert J. Schmitz

