

AD 2000001220

Johanson & Williams, Limited Partnership
3751 Gulf Blvd.
St. Pete Beach, FL 33706

August 1, 2002

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

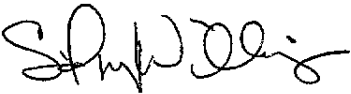
600007606646--7
-09/09/02--01076--019
***1837.50 ***1837.50

Re: Johanson & Williams, 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,



Williams & Johanson, Inc., General Partner
Sidney Williams, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP - 9 AM 9:03

Enclosures

check stapled here



CERTIFICATE OF LIMITED PARTNERSHIP

of

JOHANSON & WILLIAMS, 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 Johanson & Williams, 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:

3751 Gulf Blvd.
St. Pete Beach, FL 33706

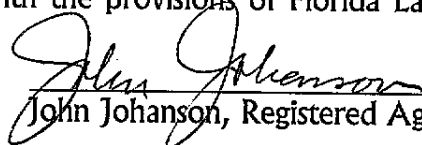
ARTICLE IV – REGISTERED AGENT

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

John Johanson
3751 Gulf Blvd.
St. Pete Beach, FL 33706

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.


John Johanson, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP - 9 AM 9:03

ARTICLE V – MAILING ADDRESS OF LIMITED PARTNERSHIP

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

3751 Gulf Blvd.
St. Pete Beach, FL 33706

ARTICLE VI – DATE OF DISSOLUTION OF LIMITED PARTNERSHIP

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

ARTICLE VII – NAMES OF GENERAL PARTNERS

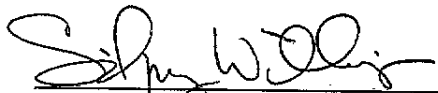
Williams & Johanson, Inc.
3751 Gulf Blvd.
St. Pete Beach, FL 33706

PO2-9478

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 August, 2002.

Signature of all general partners:



Williams & Johanson, Inc., General Partner
Sidney Williams, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02SEP-9 AM 9:03

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of Johanson & Williams, Limited Partnership, a Florida Limited Partnership, certify:

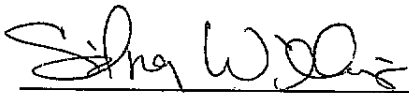
The amount of capital contributions to date of the limited partners is \$ -0-

The total amount contributed and anticipated to be contributed by the limited partners, at this time, totals \$1,000,000.00.

Signed this 1st day of August, 2002

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know contents thereof and that the facts stated herein are true and correct.



Williams & Johanson, Inc., General Partner
Sidney Williams, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP -9 AM 9:03