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CORPDIRECT AGENTS, INC. (formerly CCRS) 103 N. MERIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301 222-1173

FILING COVER SHEET ACCT. #FCA-14

Examiner's Initials

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CONTACT:	Iricia Tadloc	k	· · · · · · · · · · · · · · · · · · ·	TONS.
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_			J. BRYAN	SEP 2 7 2002

CERTIFICATE OF LIMITED PARTNERSHIP

BACKHAND ASSOCIATES, LTD., a Florida limited partnership

ON AMESTO PARSONS STATE OF PARSONS STATE The undersigned general partners desiring to form a limited partnership") pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is:

BACKHAND ASSOCIATES, LTD.

2. The principal office address of the Partnership is:

> 240 South Pineapple Avenue 10th Floor Sarasota, Florida 34236

3. The mailing address of the Partnership is:

> P.O. Box 49948 Sarasota, Florida 34230-6948

4. The name and address of the registered agent of the Partnership is:

> David S. Band 240 South Pineapple Avenue 10th Floor Sarasota, Florida 34236

5. The name and address of each general partner of the Partnership is:

> David S. Band 240 South Pineapple Avenue 10th Floor Sarasota, Florida 34236

William E. McComb 1124 North Lakeshore Drive Sarasota, Florida 34231

- 6. The Partnership shall have a perpetual existence, except as otherwise provided bylaw or in accordance with the Limited Partnership Agreement.
- 7. The effective date of this Partnership shall be the effective date of the filing of this Certificate of Limited Partnership with the Department of State.

The execution of this Certificate of Limited Partnership by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned general partners of BACKHAND ASSOCIATES, LTD., a Florida limited partnership, this 25th day of September, 2002.

WITNESSES:

BACKHAND ASSOCIATES, LTD., a Florida limited partnership

D---1 C D--1

William E. McComb

"GENERAL PARTNERS"

FILED 2002 SEP 26 PM 2: 37

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

BACKHAND ASSOCIATES, LTD., a Florida limited partnership

Having been named to accept service of process for BACKHAND ASSOCIATES, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: 09/25/02

Da√id S. Band

"REGISTERED AGENT"

PIME SEP 26 PH 2: 37
PIME SEP 26 PH 2: 37
PIME SEP 26 PH 2: 37

STATE OF FLORIDA COUNTY OF SARASOTA



BACKHAND ASSOCIATES, LTD., a Florida limited partnership

BEFORE ME, the undersigned Notary Public, personally appeared the undersigned, as general partners of BACKHAND ASSOCIATES, LTD., a Florida limited partnership, ("Partnership,") who, upon being duly sworn, certified as follows:

- 1. The amount of the capital contributions of the limited partners of the Partnership is: \$1,525,000.00.
- 2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is: \$0.

Under 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.

WITNESSES:

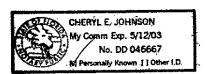
BACKHAND ASSOCIATES, LTD., a Florida limited partnership

David S. Band

William E. McComb

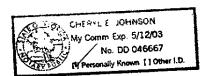
"GENERAL PARTNERS"

The foregoing instrument was acknowledged before me, this Aug day of September, 2002, by David S. Band, as general partner of BACKHAND ASSOCIATES, LTD., a Florida limited partnership, who is personally known to me and who did not take an oath.



Christ El	husen
Notary Public Print Name	
My Commission Expires	

The foregoing instrument was acknowledged before me, this Lipiday of September, 2002, by William E. McComb, as general partner of BACKHAND ASSOCIATES, LTD., a Florida limited partnership, who is personally known to me and who did not take an oath.



Notary Public O	()	
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