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McGill and Hassan, P.A.
Attorneys at Law

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Blake W. Hassan, CPA, JD

October 2, 2002

Phone: 704/424-5450
Fax: 704/424-9785

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Mercedes Drive Limited Partnership

100008241761--8
-10/07/02--01067--012
****573.65 ****573.65

Dear Sir or Madam:

Enclosed please find an original and two (2) conformed copies of the Certificate of Limited Partnership and the Affidavit of Capital Contributions for Florida Limited Partnership for the above-referenced entity. Our check made payable to the Florida Department of State in the amount of \$573.65 is enclosed for the filing fee. Please note the effective date for formation of this entity as December 31, 2002.

Please return a filed stamped copy to me along with your Certificate. If you have any questions, please call me.

Very truly yours,

McGILL AND HASSAN, P.A.

Blake W. Hassan

Blake W. Hassan

BWH/al
Enclosures

FILED
02 OCT -7 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


BW

STATE OF FLORIDA
Certificate of Limited Partnership

1. The name of the limited partnership is: Mercedes Drive Limited Partnership
2. The business and mailing address of the limited partnership is:
1205 Mercedes Drive, Merritt Island, Florida 32952
3. The address of the initial registered office of the limited partnership is:
1205 Mercedes Drive, Merritt Island, Florida 32952, located in Brevard County
4. The name of the initial registered of the limited partnership is:
Craig D. Thompson, D.M.D.

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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated limited partnership at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Craig D. Thompson, D.M.D.,
(Signature Required)

5. The latest date upon which the limited partnership is to be dissolved is:
December 31, 2052
6. The names and street addresses of the general partners of the limited partnership are:

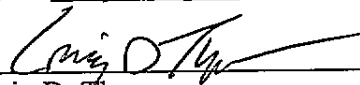
Craig D. Thompson
1205 Mercedes Drive
Merritt Island, FL 32952

Linda A. Thompson
1205 Mercedes Drive
Merritt Island, FL 32952

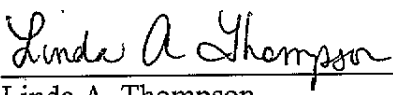
7. The effective date of this filing and the formation of the limited partnership shall be
12:01 a.m. December 31, 2002.

Under penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts are true and correct.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals, this the 2nd
day of October, 2002.



Craig D. Thompson,
General Partner



Linda A. Thompson,
General Partner

STATE OF FLORIDA

Affidavit of Capital Contributions for Florida Limited Partnership

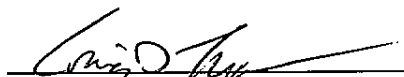
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TALLAHASSEE, FLORIDA


The undersigned constituting all of the general partners of Mercedes Drive Limited Partnership, a Florida limited partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$0.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$76,950.

FURTHER AFFIANT SAYETH NOT. Under penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts are true and correct.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals, this the 2nd day of October, 2002.

 (SEAL)
Craig D. Thompson,
General Partner

 (SEAL)
Linda A. Thompson,
General Partner