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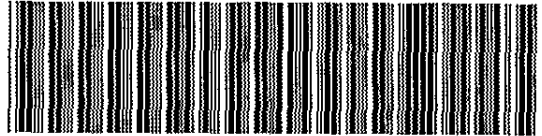
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TALLAHASSEE, FLORIDA

TC
\$ 2,750,000.00

FRESE, NASH & HANSEN, P.A.
ATTORNEYS AT LAW

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October 31, 2002

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‡ Board Certified in Civil Trial Law
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§ Fellow, American College of Trust
and Estate Counsel

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Sharpe Investment Ltd. Partnership
Our File No. 202-0348

Dear Sir/Madam:

Enclosed please find an original Certificate of Limited Partnership with the required Affidavit and Certificate of Designation of Registered Agent for the above-referenced limited partnership. Also enclosed is a check made payable to the Florida Department of State in the amount of \$1,890.00, representing \$1,750.00 for the filing fee, \$105.00 for two certified copies of the Certificate of Limited Partnership and \$35.00 for the registered agent filing fee. Once the enclosed documents have been filed, please provide us with two certified copies of the Certificate of Limited Partnership in the enclosed pre-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,

FRESE, NASH & HANSEN, P.A.

Charles Ian Nash

CIN/sz
Enclosures as stated

cc: Craig A. Mundy, Esq. (w/enc.)

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CERTIFICATE OF LIMITED PARTNERSHIP
OF THE SHARPE INVESTMENT LIMITED PARTNERSHIP

1.

The name of the Limited Partnership is Sharpe Investment Limited Partnership.

2.

The registered office of the Limited Partnership is located 4927 Southfork Drive, Lakeland, Florida 33813, and the initial agent for service of process for the Partnership is Craig A. Mundy, Esquire, whose address is the same as that of the registered office of the Partnership.

3.

The mailing address and business address for the Limited Partnership is to the attention of Craig A. Mundy, Esquire, 4927 Southfork Drive, Lakeland, Florida 33813.

THE LIMITED PARTNERSHIP INTERESTS IN SHARPE INVESTMENT LIMITED PARTNERSHIP (THE "INTERESTS") ARE SUBJECT TO THE RESTRICTIONS ON TRANSFER SET FORTH IN ARTICLE 14 OF THIS AGREEMENT. THE INTERESTS HAVE BEEN ACQUIRED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER (i) THE FLORIDA SECURITIES AND INVESTORS PROTECTION ACT, AS AMENDED (THE "FLORIDA ACT"), IN RELIANCE UPON THE EXEMPTION PROVIDED IN SECTION 517.061 OF FLORIDA STATUTES, (ii) UNDER ANY OTHER STATE SECURITIES LAWS, OR (iii) UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "FEDERAL ACT"). NEITHER THE INTERESTS NOR ANY PART THEREOF MAY BE OFFERED FOR SALE, PLEDGED, HYPOTHECATED, SOLD, ASSIGNED OR TRANSFERRED AT ANY TIME EXCEPT IN COMPLIANCE WITH THE TERMS AND CONDITIONS OF ARTICLE 14 OF THIS AGREEMENT AND (i) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE FLORIDA ACT OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER THE FLORIDA ACT, (ii) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER ANY OTHER APPLICABLE STATE SECURITIES LAWS OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER SUCH SECURITIES LAWS OR THAT IS OTHERWISE IN COMPLIANCE WITH SUCH SECURITIES LAWS, AND (iii) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE FEDERAL ACT OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER THE FEDERAL ACT OR THAT IS OTHERWISE IN COMPLIANCE WITH THE FEDERAL ACT.

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4.

The name and business address of the general partner of the Limited Partnership is as follows:

Sharpe Family Enterprises, Inc.
c/o Craig Mundy, Esquire
4927 Southfork Drive
Lakeland, FL 33813

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5.

The latest date on which the Limited Partnership is to dissolve is December 31, 2052.

Executed on the date indicated by the General Partner of the Sharpe Investment Limited Partnership.

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TALLAHASSEE, FLORIDA

SHARPE FAMILY ENTERPRISES, INC.

DATE EXECUTED

By: Mary W Sharpe
Mary W. Sharpe, President

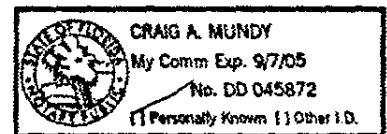
October 10, 2002

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Mary W. Sharpe, President of Sharpe Family Enterprises, Inc., the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same. She produced a Florida driver's licence as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 10/12 day of October, 2002,

Craig A. Mundy
NOTARY PUBLIC
State of Florida
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 620.105, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

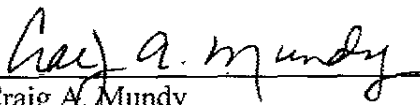
1. The name of the limited partnership: SHARPE INVESTMENT LIMITED PARTNERSHIP.

2. The name and address of the registered agent and office is:

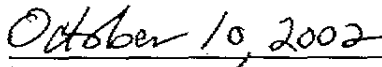
CRAIG A. MUNDY, ESQUIRE
CRAIG A. MUNDY, P.A.
4927 SOUTHFORK DRIVE
LAKELAND, FLORIDA 33813

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Craig A. Mundy



Date:

DIVISION OF CORPORATION, P.O. BOX 6327, TALLAHASSEE, FL. 32314

AFFIDAVIT

POLK COUNTY:
STATE OF FLORIDA: ss

Personally appeared this day before me, the undersigned officer duly authorized in the County and State last aforementioned to take acknowledgments and administer oaths, MARY W. SHARPE, as President of Sharpe Family Enterprises, Inc., a Florida corporation, the sole General Partner of the Sharpe Investment Limited Partnership, who, after being duly sworn, deposes and says:

1. That Affiant is over the age of eighteen (18), otherwise competent to make this Affidavit and has personal knowledge of the matters set forth in this Affidavit.
2. Sharpe Investment Limited Partnership formed under the laws of the State of Florida, pursuant to a written limited partnership agreement, has one (1) general partner and one (1) limited partner.
3. The amount of the capital contribution of the limited partner and the amount anticipated to be contributed by the limited partner is \$ 2,750,000.00

FURTHER, AFFIANT SAYETH NAUGHT.

SHARPE FAMILY ENTERPRISES, INC.

By: Mary W. Sharpe
Mary W. Sharpe, President

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 TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

SWORN TO and subscribed before me this 10th of October, 2002, by MARY W. SHARPE, President of Sharpe Family Enterprises, Inc., a Florida corporation, who produced a personally known as identification.

Craig A. Mundy
Notary Public
State of Florida

