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SULLIVAN, SORGI AND DIMMOCK, LLP ATTORNEYS AND COUNSELLORS AT LAW FIFTY STANIFORD_STREET, SUITE 804 BOSTON, MASSACHUSETTS 02114-2517

TELEPHONE: (617) 742-2150

TELECOPIER: (617) 227-4507

CHARLES W. SULLIVAN (1957-1994)

·ALSO MEMBERS OF THE FLORIDA BAR

·CHARLES W. SULLIVAN. JR.

PETER SORGI

DAVID SORGE

EDWARD F. HOARD JAMES F. MORAN

MARIANNE SORGI

May 29, 2003

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

RE: Ph-4 Ltd.

Dear Sir or Madam:

Enclosed are:

- 1) Certificate of Limited Partnership;
- 2) Statement of Qualification for Florida, LLLP;
- 3) Affidavit of Capital Contributions; and
- 4) Filing fee of \$112.50

If you have any questions, please do not hesitate to contact me.

Very truly yours,

SULLIVAN, SORGI & DIMMOCK, LLP

DS:sb Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP

| 1. PH-4 Ltd. | - · |
|---|--|
| (Name of Limited Partnership; must contain a suf | ffix such as "Limited", "Ltd.", or "Limited Partnership") |
| 2. 4422 North Church Street. | Unit H. Tawna. Fl. 33614 |
| 2. 4422 North Church Street. (Business address | of Limited Partnership) |
| 3. James F. Manley | Ξ_{ω} |
| (Name of Registered A | Agent for Service of Process) |
| 4. 4422 North Church Street | , Unit H, Tampa, FL 33614 |
| (Florida street addr | ess for Registered Agent) |
| 5 | E.W. E. III |
| (Registered Agent must sign here to accept des | ignation as Registered Agent for Service of Process? |
| | 25 |
| 6. 4422 North Church Street | , Unit H., Tampa, FL 33614 |
| | |
| 7. The latest date upon which the Limited Pa 8. Name(s) of general partner(s): JAMES F. MANLEY | Street address: 4422 North Church Street |
| | Unit H |
| | onic a |
| | Tampa, FL 33614 |
| | |
| Under penalties of perjury I (1998) declare that contents thereof and that the facts stated here | t I (weet) have read the foregoing and know the in are true and correct. |
| Signed this 27th day of May | , <u>2003</u> . |
| Signature of all general partners: | a EML |
| General Partner | General Partner |
| Clanaval Daytman | Control Professional |
| General Partner | General Partner |
| General Partner | General Partner |

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

| The undersigned constituting all of the general partners of PH-4 Ltd. | | | |
|---|--|--|--|
| | = - | | |
| a Florida Limited Partnership, certify: | 03 MAY 31 | | |
| The amount of capital contributions to date of | 2 | | |
| The total amount contributed and anticipated | to be contributed by the limited partners at this time | | |
| totals \$_5,000.00 | - | | |
| Signed this 27th day of May FURTHER AFFIANT SAYETH NOT. Under the penalties of perjury I (**) declare contents thereof and that the facts stated here | that I (see) have read the foregoing and know the in are true and correct. | | |
| General Partner | General Partner | | |
| General Partner | General Partner | | |
| General Partner | General Partner | | |

CERTIFICATE OF LIMITED PARTNERSHIP

| (Name of Limited Partnership; | must contain a suffix such | as "Limited", "Ltd.", o | r "Limited Partnership") | _ |
|---|--|---|---------------------------|-------------------|
|) | and one of the second | | | |
| 2. 4422 North Chu | rch Street. Unit (Business address of Lim | H. Tampa, Fl. ited Partnership) | 3614 | |
| Tomas II. Wanila | | | Manuel | |
| 3. James F. Manley | me of Registered Agent fo | n Common of Brossen | <u> </u> | - |
| (Ivai | ine of Registered Agent to | or Service of Process) | 33 | |
| A 4422 North Cl | hurch Street, Uni | it H. Tampa 17 | 3361/ | 1 |
| () | Florida street address for | Registered Agent) | 7 8-0 | - |
| _ | = () | c W/ | | |
| 5. (Registered Agent must sign | here to accept designation | i as Registered Agent fo | • | |
| ` | | . , , , | 25 | |
| 6. 4422 North Ch | nurch Street, Uni | t H, Tampa, FL | 33614 | _ |
| (ī | Mailing Address of the Lir | mited Partnership) | | |
| | | | | |
| 7. The latest date upon which | the Limited Partners | hin is to he dissolve | dis October 31. | 2052 |
| 8. Name(s) of general partner | | Street ac | | ¥022 |
| | | | | |
| JAMES F. MANLEY | | 4422 North | Church Street | - · |
| | .a. | Unit H | | |
| | | Tampa, FL | 33614 | - |
| | <u></u> | rempe, 12 | JJ014 | |
| | | | | - |
| | · · · | | ·F. | - - |
| | |) have read the fore | ·F. | - - |
| Under penalties of perjury I (x) contents thereof and that the f | |) have read the fore | ·F. | - - |
| contents thereof and that the f | acts stated herein are |) have read the fore | ·F. | - |
| contents thereof and that the formal signed this 27th day of | acts stated herein are |) have read the fore | going and know the | - |
| contents thereof and that the f | acts stated herein are |) have read the fore | going and know the | - |
| contents thereof and that the formal signed this 27th day of Signature of all general partners. | acts stated herein are |) have read the forest true and correct. | going and know the 2003. | - |
| contents thereof and that the formal signed this 27th day of | acts stated herein are |) have read the forest true and correct. | going and know the | - |
| contents thereof and that the formal signed this | acts stated herein are |) have read the foregoing true and correct. | going and know the | - - |
| contents thereof and that the formal signed this 27th day of Signature of all general partners. | acts stated herein are |) have read the foregoing true and correct. | going and know the 2003. | - |
| contents thereof and that the formal signed this | acts stated herein are | have read the forest true and correct. | going and know the | - |

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

| The undersigned constituting all of the ge | eneral partner | s of PH-4 L | td. | |
|--|--|----------------------|-----------------|------------|
| | - | | Har. | ~ . |
| a Florida Limited Partnership, certify: | | | WANASSEE! | |
| The amount of capital contributions to da | te of the limit | ed partners is \$ | 8: 25 08:4 | (3 |
| The total amount contributed and anticipa | ited to be cont | ributed by the limit | ted partners at | this tim |
| totals \$ 5,000.00 | = | | | |
| Signed this day of May | and the second s | | 2003 | |
| FURTHER AFFIANT SAYETH NOT. | • | | | |
| Under the penalties of perjury I (知) declo contents thereof and that the facts stated h | | | egoing and kno | w the |
| General Partner | | Just M. | Much | |
| denetal Landler | | General Farmer | • | |
| General Partner | | General Partner | | |
| General Partner | = | General Partner | - | |