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July 23, 2003

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

Re:

WILLIAM STODDARD, INC.

WILLIAM STODDARD, FAMILY LIMITED PARTNERSHIP

To Whom It May Concern:

Enclosed is the original of the Articles of Organization of the captioned proposed Corporation. Please file the original. Also enclosed is the original of the Certificate of Limited Partnership of the captioned proposed limited partnership. Please file the original. A check in the amount of \$1855.00 is enclosed to cover the \$1,750.00 partnership filing fee, the \$35.00 Registered Agent fee, the \$35.00 registered agent designation (for the corporation) and the \$35.00 filing fee for the corporation.

Please note that both of the captioned entities are owned by the same persons and consent is given to the use of similar entity names.

Sincerely,

Peter Blatt, Esq.

Enclosures



CERTIFICATE OF LIMITED PARTNERSHIP OF STODDARD FAMILY LIMITED PARTNERSHIP

As a Certificate of Limited Partnership pursuant to F.S. § 620.108, the undersigned certifies:

- 1. The name of this limited partnership is STODDARD FAMILY LIMITED PARTNERSHIP.
- 2. The address of the principal office and the name and address of the agent for service of process are:

Principal Office Address:

1945 Surfside Terrace Vero Beach, FL 32963

Registered Agent's Name and Address:

PETER A. BLATT, ESQ. 800 Village Square Crossing, Ste 204

Palm Beach Gardens, FL 33410

The name and address of the General Partner is:

WILLIAM STODDARD, INC. #P03000083837 1945 Surfside Terrace Vero Beach, FL 32963

3. The mailing address for the limited partnership is:

1945 Surfside Terrace Vero Beach, FL 32963

4. If not dissolved sooner by unanimous vote of the General Partner, this limited partnership shall dissolve December 31, 2052.

WHEREFORE, the undersigned has executed this Certificate as General Partner of the STODDARD FAMILY LIMITED PARTNERSHIP as of the date set forth below.



WITNESSES

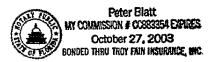
GENERAL PARTNER

WILLIAM STODDARD, INC.

WILLIAM STODDARD, President

STATE OF FLORIDA COUNTY OF BLANKING

WILLIAM STODDARD, its pre	e before me on behalf of WILLIAM STODDARD, INC., by esident, on the Lal day of July, 2003, who
has produced Priver have	as identification.
(SEAL)	Note MA
	Notary Public
and the second s	My Commission Expires:
the state of the s	My Commission number is:





AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of STODDARD FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, certify:

The total amount contributed and anticipated to be contributed by the limited partners at this time is \$400,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

WILLIAM STODDARD, INC.

WILLIAM STODDARD, President

STATE OF FLORIDA
COUNTY OF Tolin Kiv4

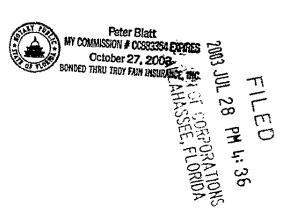
Subscribed and sworn to before me on behalf of WILLIAM STODDARD, INC., by
WILLIAM STODDARD, its president, on the Ist day of y 2003, who
personally appeared before me. WILLIAM STODDARD is personally known to me or
has produced Prival lignary

Notary Public

My Commission Expires:

My Commission number is:

N:\Projects\\CERTIFICATE OF LIMITED PARTNERSHIP.doc



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That STODDARD FAMILY LIMITED PARTNERSHIP desiring to organize under the laws of the State of Florida, has named PETER A. BLATT, ESQ., located at the Registered Office of the corporation at 800 Village Square Crossing, Ste 204, Palm Beach Gardens, Florida 33410, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited partnership at the place designated in this Certificate, 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.

PÉTER A. BLATT, ESQ.,

Registered Agent

