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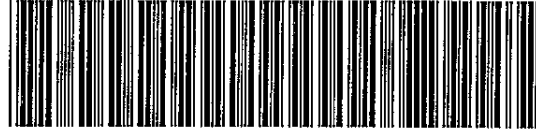
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TC
\$3,000.00

SMIGIEL PARTNERS XXI, LTD.

P. O. BOX 540623
LAKE WORTH, FL 33454-0623

GARY SMIGIEL, L.C.
GENERAL PARTNER

PHONE: (561) 968-3605
FAX: (561) 968-3601
E MAIL: GSMF1@AOL.COM

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February 9, 2004

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

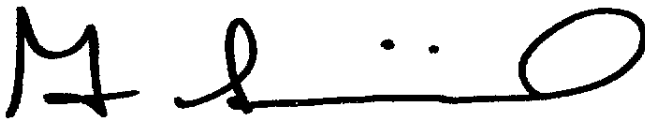
Gentlemen:

Enclosed is our Certificate of Limited Partnership form designating the Registered Agent, an Affidavit of Capital Contributions for Florida Limited Partnership and a check in the amount of \$148.75. Please issue us a certified copy and a certificate under seal.

If you have any questions, I can be reached at the address and phone number shown above.

Please advise me upon receipt.

Sincerely,



SMIGIEL PARTNERS XXII, LTD.
Gary Smigiel, Manager

Enc.

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
SMIGIEL PARTNERS XXI, LTD.

1. Smigiel Partners XXI, Ltd.
(Name of Limited Partnership, must contain a suffix as "Limited", Ltd., or "Limited Partnership")

2. 7965 Lantana Road, Lake Worth, FL 33567
(Business Address of Limited Partnership)

3. Gary Smigiel, L.C.
(Name of Registered Agent for Service of Process)

4. 7965 Lantana Road, Lake Worth, FL 33467
(Florida Street Address for Registered Agent)

5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process.)

6. P. O. Box 540623, Lake Worth, FL 33454-0623
(Mailing Address of Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is
January 18, 2034

| 8. | Name of general partner: | Street Address |
|----|--|---|
| | <u>Gary Smigiel, L. C.</u> <u>L93 - 238</u> | <u>7965 Lantana Road</u> <u>Lake Worth, FL 33467</u> |

Under 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.

SIGNED, THIS 9th day of Jan, 2004.

GARY SMIGIEL, L.C.
a Florida Limited Liability Company
General Partner

By: 
Gary Smigiel, Manager

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of SMIGIEL PARTNERS XXI,
LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 3,000.00.

The total amount contributed and anticipated to be contributed by the limited partners
at this time totals \$ 3,000.00.

Signed this 5th day of Feb, 2002.

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.*



GARY SMIGIEL, L.C. General Partner
by Gary Smigiel, Manager

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