

Certificate of Limited Partnership

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FILED
April 21, 2004
Sec. Of State
tcline

Name of Limited Partnership:

AMERICAN PARTNERS HOLDINGS, LTD

Business Address of Limited Partnership:

1776 RINGLING BLVD.
SARASOTA, FL. US 34236

Mailing Address of Limited Partnership:

1776 RINGLING BLVD.
SARASOTA, FL. US 34236

The name and Florida street address of the registered agent is:

DONALD J HARRELL
1776 RINGLING BLVD.
SARASOTA, FL. 34236

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: DONALD J. HARRELL

The latest date upon which the Limited Partnership is to be dissolved is:

DECEMBER 31, 2040

The name and address of all general partners are:

Title: G
WILLIAM W GIAMBRONE
1776 RINGLING BLVD.
SARASOTA, FL. 34236 US

The effective date for this Limited Partnership shall be:

04/21/2004

**Affidavit of Capital Contributions
For Florida Limited Partnership**

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The undersigned constituting all of the general partners of:
AMERICAN PARTNERS HOLDINGS, LTD

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
100.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
7,500.00

Signed this Twenty First day of April, 2004

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

General Partner Signature: WILLIAM W. GIAMBRONE