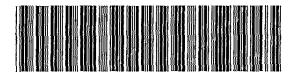
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Whigh

TC \$350,000.00

### DENNIS HERNANDEZ

& ASSOCIATES, PA

#### ATTORNEYS AT LAW

MAIN TAMPA OFFICE 3339 WEST KENNEDY BLVD. TAMPA, FL 33609 Tel. (813) 250-0000 FAX (813) 258-4567

HYDE PARK OFFICE 410 SOUTH CEDAR AVENUE TAMPA, FL 33606 Tel (813) 250-0000 FAX (813) 386-1036

SARASOTA OFFICE 2121 MAIN STREET SARASOTA, FL 34237 Tel. (941) 330-7500 FAX (941) 906-9301

CLEARWATER OFFICE 800 Court Street CLEARWATER, FL 33756 TEL (727) 726-0662 FAX (727) 499-0234

WWW.DENNISHERNANDEZ.COM July 20, 2004

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

Re:

Bedford Family Limited Partnership

Dear Sirs:

Enclosed please find the following documents which are being filed to create the Bedford Family Limited Partnership:

- 1. Certificate of Limited Partnership, and
- 2. Affidavit of Initial Capital Contributions

We have also enclosed our firm's check in the amount of \$332.50 which is to be used as payment of filing fees; to designate the partnership's resident agent, and for a certified copy of the Certificate of Limited Partnership. Please send the certified copy to our office at 3339 W. Kennedy Boulevard, Tampa, Florida 33609.

We trust that you will find the enclosed documents in order, but, should you have any questions, then please do not hesitate to contact me.

Very truly yours,

For the Firm

RL

Enclosures

cc:

John Bedford

#### **DENNIS HERNANDEZ**

& Associates, PA



410 South Cedar Ave. Tampa, FL 33606 Tel. (813) 250-0000 Fax (813) 386-1036

Hyde Park Office

www.DennisHernandez.com

Main Tampa Office

3339 West Kennedy Blvd.

Tampa, FL 33609

Tel. (813) 250-0000

Fax (813) 258-4567

Sarasota Office 2121 Main Street Sarasota, FL 34237 Tel. (941) 330-7500 Fax (941) 906-9301 Clearwater Office 800 Court Street Clearwater, FL 33756 Tcl. (727) 726-0662 Fax (727) 499-0234

Law@DennisHemandez.com

August 31, 2004

Florida Department of State Division of Corporations Attn: Tammi Cline P.O. Box 6327 Tallahassee, Florida 32314

Re:

Bedford Family Limited Partnership

Reference No. W04000029233

Dear Ms. Cline:

Enclosed please find the following:

- 1. Your letter, dated July 30, 2004, in which you advised that an additional \$1,452.50 was due for the filing of the Certificate of Limited Partnership for the above-referenced limited partnership, and attached Certificate of Limited Partnership, and
- 2. Check in the amount of \$1,505.00, which is to be used to pay said filing fees and for a certified copy of the recorded Certificate of Limited Partnership.

Thank you, in advance, for your attention to this matter.

6/48/com

Very trally yours,

Rick Leone, Esquire

For the Firm

Enclosures

cc: John Bedford

#### DENNIS HERNANDEZ

& Associates, PA



Attorneys At Law

Sarasota Office 2121 Main Street Sarasota, FL 34237 Tel. (941) 330-7500 Fax (941) 906-9301

Clearwater Office 800 Court Street Clearwater, FL 33756 Tel. (727) 726-0662 Fax (727) 499-0234

Law@DennisHernandez.com

www.DennisHemandez.com

Main Tampa Office

Tampa, FL 33609

Tel. (813) 250-0000

Fax (813) 258-4567

3339 West Kennedy Blvd.

Hyde Park Office

410 South Cedar Ave.

Tampa, FL 33606

Tel. (813) 250-0000

Fax (813) 386-1036

October 7, 2004

Department of State Division of Corporations Attn: Ms. Tammi Cline P.O. Box 6327 Tallahassee, FL 32314

Re:

Bedford Family Limited Partnership

Document No. W04000029233

Dear Ms. Cline:

I am returning the enclosed documents for the filing of Bedford Family Limited Partnership. The documents had been rejected because the corporate general partner, which was formed under the laws of the State of Nevada, had not filed an application to transact business in Florida. That has now been done.

You may find that the application made by the corporate general partner -Scarlet Investment Management, Inc. - has been rejected. The rejection was caused by certain ministerial matters, which have now been resolved. Please check with Ms. Michelle Hodges. The document number for the rejection is W04000036835.

Thank you, in advance, for your attention to this matter.

For the Firm

Enclosures

John Bedford cc:



#### FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

July 30, 2004

RICK LEONE 3339 WEST KENNEDY BLVD. TAMPA, FL 33609

SUBJECT: BEDFORD FAMILY LIMITED PARTNERSHIP

Ref. Number: W04000029233

We have received your document for BEDFORD FAMILY LIMITED PARTNERSHIP and check(s) totaling \$332.50 of which \$332.50 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$1452.50 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

## Filing fees \$52.50 minimum - \$1750 maximum Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy	\$52.50
(15 pages or less, \$1 for each additional	
page after initial 15 pages)	
Registered Agent/Office Change	\$35
Name Reservation	
(120 days nonrenewable)	\$35
Amendment	
(other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions	•
\$7 per \$1000 on increase only	
(\$52,50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
	,

LP Annual Report/Uniform Business Report \$7 per \$1000 of invested capital (\$52.50 minimum - \$437.50 maximum) plus Supplemental Fee of \$138.75 Reinstatement (\$500 for each year or part thereof the partnership was revoked plus the delinquent annual report/uniform business report fees)

The registered agent name listed in the document is not the same as what we have listed on our records. See print-out.,

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Letter Number: 304A00047910

Tammi Cline Document Specialist



#### FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

September 10, 2004

RICK LEONE 3339 WEST KENNEDY BLVD. TAMPA, FL 33609

SUBJECT: BEDFORD FAMILY LIMITED PARTNERSHIP

Ref. Number: W04000029233

We have received your document for BEDFORD FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Letter Number: 904A00054128

Tammi Cline Document Specialist



October 11, 2004

RICK LEONE 3339 WEST KENNEDY BLVD. TAMPA, FL 33609

SUBJECT: BEDFORD FAMILY LIMITED PARTNERSHIP

Ref. Number: W04000029233

We have received your document for BEDFORD FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Letter Number: 104A00058692

Tammi Cline Document Specialist

## FILED

#### CERTIFICATE OF LIMITED PARTNERSHIP

#### **OF**

#### BEDFORD FAMILY LIMITED PARTNERSHIP, A Florida Limited Partnership

- 1. The name of the Limited Partnership is **BEDFORD FAMILY LIMITED**PARTNERSHIP.
- The address of the office of the Limited Partnership is 17607 ESPRIT DRIVE,
   TAMPA, FLORIDA 33647.
- The name and address of the agent for service of process on the Limited Partnership are DENNIS HERNANDEZ & ASSOCIATES, 3339 W. KENNEDY BOULEVARD, TAMPA, FLORIDA 33609.
- 4. Signature of Registered Agent: (to accept designation as Registered Agent)

Registered Agent

- The mailing address of the Limited Partnership is 17607 ESPRIT DRIVE, TAMPA,
   FLORIDA 33647.
- 6. The latest date on which the Limited Partnership shall dissolve is JUNE 30, 2074.
- 7. Name of general partner: Street Address:

SCARLET INVESTMENT MANAGEMENT, INC.

FOY - 5944

101 CONVENTION CENTER DRIVE, LAS VEGAS, NEVADA 33647 UNDER PENALTIES OF PERJÜRY, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

**SIGNED ON** July **20**, 2004.

Signatures of all general partners:

SCARLET INVESTMENT MANAGEMENT, INC. ("General Partner")

By:

President

CRETARY OF STAT

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of **BEDFORD FAMILY LIMITED PARTNERSHIP**, a Florida Limited Partnership, certify:

- 1. The amount of the capital contributions to date of the limited partners is \$350,000.
- 2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$350,000.

**SIGNED ON** July 20, 2004.

UNDER PENALTIES OF PERJURY, I declare that I have read the foregoing and

the contents thereof and that the facts stated herein are true and correct.

SCARLET INVESTMENT MANAGEMENT, INC. ("General Partner")

By:

resident

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me on July 20, 2004, by JOHN BEDFORD, who is personally known by me to be the President of SCARLET INVESTMENT MANAGEMENT, INC., and who produced a Florida Driver's License as identification..

Notary Public - State of Florida

(Seal)

