

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SEMBLER HOLDINGS IV, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Florida Department of State this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is Sembler Holdings IV, Ltd. (the "Partnership").
2. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") are, Craig H. Sher, 5858 Central Avenue, St. Petersburg, Florida 33707.
3. The address of the office in the State of Florida at which the records of the Partnership required to be maintained by Section 620.105 of the Act will be kept is 5858 Central Avenue, St. Petersburg, Florida 33707.
4. The names and business addresses of the General Partners of the Partnership are Melvin F. Sembler, 5858 Central Avenue, St. Petersburg, Florida 33707 and Betty S. Sembler, 5858 Central Avenue, St. Petersburg, Florida 33707.
5. A mailing address for the Partnership is 5858 Central Avenue, St. Petersburg, Florida 33707.
6. The latest date upon which the Partnership is to dissolve is December 31, 2054, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of Sembler Holdings IV, Ltd., this

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph two of the Certificate of Limited Partnership of Sembler Holdings IV, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership Act (1986).

DATED: December 23, 2004

Craig H. Sher
Craig H. Sher, Registered Agent

STP:472843:1

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
SEMBLER HOLDINGS IV, LTD.**

The undersigned, being the General Partners of Sembler Holdings IV, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' initial contributions of cash and property to the Partnership have a value of \$99.00. No additional capital contributions are anticipated to be made by the limited partners at this time.

It is the intention of the Partnership that this Affidavit be filed with the Department of State of the State of Florida, along with the Certificate of Limited

Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

GENERAL PARTNERS:

Melvin F. Sembler
Melvin F. Sembler

Betty S. Sembler
Betty S. Sembler

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