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TALLAHASSEE, FLORIDA 32399-0001

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Capitol Services, Inc.

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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Tri State Funding of Florida Limited Partnership
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time 12/30/04 Certified Copy

Mail Out Will wait Photocopy ^{STPD} Certificate of Status

file 1/21

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

EFFECTIVE DATE

1/1/05

FILED
04 DEC 30 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
AND CERTIFICATE OF LIMITED PARTNERSHIP OF
TRI-STATE FUNDING OF FLORIDA LIMITED PARTNERSHIP**

THIS AFFIDAVIT AND CERTIFICATE is executed on December 26, 2004, with respect to Tri-State Funding of Florida Limited Partnership ("the Partnership").

1. Name. The Partnership's name is Tri-State Funding of Florida Limited Partnership.

2. Partnership's Business. The Partnership may do all things not otherwise illegal under the laws of the State of Florida.

3. Registered Agent. The name and street address of the Partnership's registered agent is:

Howard A. Jacobs
4449 Bay Shore Road
Sarasota, FL 34234

4. Specified Office. The mailing address for the Partnership is:

4449 Bay Shore Road
Sarasota, FL 34234

5. Partner. The name and street address of the General Partner is:

Beverly Management LLC
4449 Bay Shore Road
Sarasota, FL 34234

03000031672

6. Dissolution. The latest date on which the Partnership is to be dissolved and its affairs wound up is December 31, 2055.

7. Effective Date. The effective date of the filing of this Certificate with the Florida Department of State is January 1, 2005.

8. Capital Contributions. The amount of the capital contributions of the limited partners to date and the amount anticipated to be contributed by the limited partners is \$3,593,333.02.

IN WITNESS WHEREOF, the undersigned sole General Partner declares, under penalties of perjury, that it has read the foregoing and the facts stated herein are true and correct as of the date hereof.

BEVERLY MANAGEMENT LLC,
a Florida limited liability company

By: _____
Howard A. Jacobs
As its: Managing Member
"General Partner"

STATE OF FLORIDA
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me on December 29th, 2004, by Howard A. Jacobs, Managing Member of Beverly Management LLC, a Florida limited liability company, General Partner, on behalf of the Tri-State Funding of Florida Limited Partnership, a Florida limited partnership. He is (Notary choose one) personally known to me, or has produced _____ as identification.

Sheryl A. May
Signature of Notary Public

Sheryl A. May
Printed name of Notary Public

My Commission expires:



Sheryl A. May
Commission # DD349345
Expires September 3, 2005
Bonded Troy Falk - Insurance, Inc. 800-325-7919

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 620.105, Florida Statutes, the following is submitted:

That Tri-State Funding of Florida Limited Partnership, desiring to organize as a limited partnership under the laws of the State of Florida with its initial registered office, as indicated in its Certificate of Limited Partnership, at 4449 Bay Shore Road Sarasota, FL 34234, has named Howard A. Jacobs as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Tri-State Funding of Florida Limited Partnership at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Revised Uniform Limited Partnership Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 620.105, Florida Statutes.

DATE: 12/29, 2004.



Howard A. Jacobs