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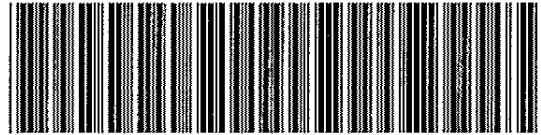
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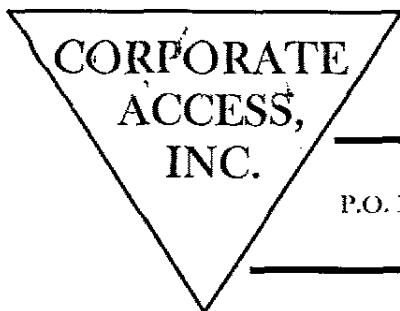
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Ltd

1. Sembler Bts Partnership #3, Ltd
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

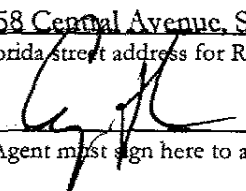
5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

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1. Sembler BtS Partnership #3, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.,"
or "Limited Partnership")
2. 5858 Central Avenue, St. Petersburg, Florida 33707
(Business address of Limited Partnership)
3. Craig H. Sher, President, Sembler Retail II, Inc. - general partner
(Name of Registered Agent for Service of Process)
4. 5858 Central Avenue, St. Petersburg, Florida 33707
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 5858 Central Avenue, St. Petersburg, Florida 33707
(Mailing address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2029.

8. Name of general partner(s):

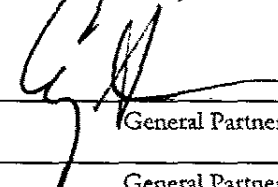
Specific address:

<u>Sembler Retail II, Inc.</u>	<u>5858 Central Avenue</u>
<u>PO 58003, 1019</u>	<u>St. Petersburg, Florida 33707</u>

Signed this 9th day of August 2005.

Signature of all general partners:

Sembler Retail II, Inc.

<u></u> <u>President</u>	
General Partner	General Partner
General Partner	General Partner
General Partner	General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of Sembler BtS Partnership #3, Ltd., a Florida Limited Partnership, certify:

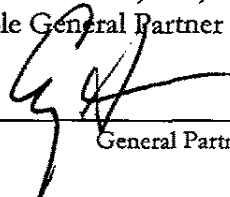
The amount of capital contributions to date of the limited partners is \$ 99.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 99.00.

FURTHER AFFLIANT SAYETH NOT.

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

Sembler Retail II, Inc., a Florida corporation,
its sole General Partner



General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

Signed this 2th day of August 2005