

A95000000063

HARVEY SCHONBRUN, P.A.

Attorneys and Counselors at Law

HARVEY SCHONBRUN

Board Certified
Wills, Trusts & Estates

S. DAVID ANTON

January 6, 1995

1802 North Morgan Street
Tampa, Florida 33602-2328
Tel. (813) 229-0661
Fax (813) 229-9171

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: DeGuzman Family Limited Partnership

600001374671
-01/10/95--01061--001
***1785.00 ***1785.00

Dear Sir:

Please find enclosed for filing the following with regard to the above referenced matter:

1. The original and one copy of the Certificate of Limited Partnership of DeGuzman Family Limited Partnership
2. Certificate Designating Place of Business or Domicile for Service of Process within this State, Naming Agent upon whom Process May be Served
3. Affidavit of Partners of DeGuzman Family Limited Partnership

Also included is a check in the amount of \$1,785.00 representing payment of the following fees:

Filing Fee	\$1,750.00
Fee for Registered Agent	<u>35.00</u>
Total Fees	\$1,785.00

If you have any questions, please contact me.

Very truly yours,

HARVEY SCHONBRUN, P.A.

/vhb

FILED
1995 JAN -9 AM 8:44
TALLAHASSEE, FLORIDA

111-000111143

CERTIFICATE OF LIMITED PARTNERSHIP
of the
LIMITED PARTNERSHIP

FILED
1885 JAN -9 AM 8 44
TALLAHASSEE, FLORIDA

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Florida Revised Uniform Limited Partnership Act of the State of Florida, pursuant to a written Agreement of all Partners executed of even date herewith (Called "Articles of Limited Partnership"). The creation of the Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Secretary of State of The State of Florida and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains each statement required by Section 620.108 of the Florida Statutes, known as the Florida Revised Uniform Limited Partnership Act (hereinafter the "Act").

ARTICLE I
NAME OF THE LIMITED PARTNERSHIP

The name of the Limited Partnership is the **DeGUZMAN FAMILY LIMITED PARTNERSHIP**.

ARTICLE II
PRINCIPAL OFFICE

The address of the principal offices in the United States where the records of the Partnership are to be maintained is:

Agent: Harvey Schonbrun	Street: 1802 N. Morgan Street City: Tampa, Florida 33602
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The records maintained and to be maintained at this office are those prescribed by Section 620.106 of the Florida Revised Uniform Limited Partnership Act except that financial and tax records are maintained at following office by agreement among the partners:

Agent: BERNABE J. DeGUZMAN	Street: 3502 Perry Street City: Tampa, FL 33603
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ARTICLE III
REGISTERED OFFICE AND AGENT

The address of the registered office and the name and address of the registered agent for service of process is:

Agent: Harvey Schonbrun	Street: 1802 N. Morgan Street City: Tampa, Florida 33602
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The registered agent is an individual who is a resident of Florida, and whose business office is the same as the Partnership's registered office.

ARTICLE IV NAME, ADDRESS OF THE GENERAL PARTNERS

The names, the mailing addresses, and the street addresses of the business or residence of the General Partners are:

General Partner:	Street: 3502 Perry Street City: Tampa, Florida 33603
BERNABE J. DeGUZMAN	
MARY DeGUZMAN	Street: 3502 Perry Street City: Tampa, Florida 33603

ARTICLE V MAILING ADDRESS FOR LIMITED PARTNERSHIP

The mailing address for the Limited Partnership shall be c/o of Bernabe J. DeGuzman, 3502 Perry Street, Tampa, Florida 33603.

ARTICLE VI LAST DATE TO DISSOLVE PARTNERSHIP

This partnership shall dissolve no later than fifty (50) years following the date of its formation unless otherwise reformed by the partners.

ARTICLE VII NATURE OF BUSINESS PERMITTED

The Partnership is formed to engage in any lawful business, subject only to the requirements of Section 620.107 of the Florida Revised Limited Partnership Act (the "Act"). If the Limited Partnership qualifies to transact business other than in the State of Florida, the Partnership may transact any and all lawful business permitted for a Limited Partnership by the laws of that jurisdiction.

ARTICLE VIII SUCCESSOR TO GENERAL PARTNERS

The Articles of Limited Partnership provide: "Upon the Withdrawal of all of the General Partners or if a General Partner, serving alone, ceases to serve for any reason, and if the Limited Partners have not elected a new General Partner within 90 days from the effective date of withdrawal of a General Partner, it is agreed that, without amendment to these Articles, the following persons will serve as the General Partner (called "Successor General Partner").

General Partner:	Street: 100 Willadel Drive
JEANETTE Y. VALENTI	City: Clearwater, Florida
	34616

The designated Successor General Partner will not have the duties nor the liability of a General Partner until such time as the successor actually assumes the position of a General Partner. A General Partner who ceases to be a General Partner will not be personally liable for the debts and obligations of the Partnership incurred following the termination of his or her or its service as a General Partner. The Successor General Partner will have the right and authority to execute an amendment to the Certificate of Limited Partnership in the event the General Partner, who has ceased to serve, is unable - by reason of death, disability, - absence, or refusal, to execute the Certificate as Attorney-in-Fact for the withdrawing General Partner.

ARTICLE IX
GENERAL PARTNER'S AUTHORITY TO
EXECUTE ANY AMENDMENT TO THIS CERTIFICATE OF LIMITED PARTNERSHIP

Each Limited Partner, or Subscriber of a Limited Partnership interest, has constituted and appointed the General Partner, with power of substitution, as his, her or its attorney-in-fact and personal representative to sign, execute, certify, acknowledge, file and record the Certificate of Limited Partnership, and to sign, execute, certify, acknowledge and record all appropriate instruments amending the Articles and the Certificate of Limited Partnership on behalf of the Limited Partner. In particular, the General Partner as attorney-in-fact may sign, acknowledge, certify, file and record on the behalf of each Limited Partner such instruments, agreements, and documents that:

1. reflect the exercise by the General Partner of any of the powers granted to him under these Articles;
2. reflect any amendments made to these Articles;
3. reflect the admission or withdrawal of a General or Limited Partner; and

4. may otherwise be required of the Partnership or a Partner by Florida law, federal law, or the law of any other jurisdiction.

The power of attorney given by each Limited Partner is a durable power and will survive the disability or incapacity of the principal.

**ARTICLE X
AUTHORITY OF ANOTHER TO EXECUTE
ANY AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP**

The articles of Limited Partnership of the DeGUZMAN FAMILY LIMITED PARTNERSHIP provide: "In the event a General Partner is unwilling or unable to sign a required amendment to the Certificate of Limited Partnership as evidence of the withdrawal, substitution or addition of a Limited Partner, the amended certificate may be signed by:

1. the remaining General Partner or Partners, if more than one General Partner is then serving, and by any successor elected by the Limited Partners or as otherwise designated by the Partnership Agreement; or,
2. if but one General Partner was serving, and who ceases to serve for any reason, by the new General Partner or Partners, as substitute or successor, and at least seventy five percent (75%) in interest of the Limited Partners.

Each General Partner serving or to serve in the capacity of a General Partner does hereby appoint his, her or its successor, (or if there is more than one General Partner serving at the time a General Partner shall refuse or be unable to act, the remaining General Partner or Partners) as his, her or its attorney in fact, to sign the amended certificate on his, her or its behalf.

In the event that Section 620.157 of the Florida Revised Uniform Limited Partnership Act, should require dissolution of the Partnership due to death, disability, resignation, or removal of a General Partner, or other event of withdrawal, the Partnership will nonetheless be reconstituted and will continue as provided by Section 620.157 of the Florida Revised Uniform Limited Partnership Act.

**ARTICLE XI
LIMITATION UPON THE SALE
OR OTHER TRANSFER OF A PARTNERSHIP INTEREST**

The Articles of Limited Partnership prohibit a sale or other transfer of a partnership interest without the consent of a seventy-five percent (75%) majority in interest of the Limited Partners. The following disclosures are and have been made in the Articles of Limited Partnership and the individual partner agreements of the Limited Partners, if any.

ARTICLE XII
SECURITIES LAWS

THE UNITS OR PERCENTAGES OF OWNERSHIP OF THE DeGUZMAN FAMILY LIMITED PARTNERSHIP HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE. THE UNITS OR PERCENTAGES OF OWNERSHIP ARE OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENT OF THE SECURITIES ACT AND SUCH LAWS, AND PARTICULARLY REGULATION D (enacted by the Securities and Exchange Commission effective

April 15, 1982 pertaining to certain offers and sales of Securities without registration under the Securities Act of 1933).

THE PARTNERSHIP WILL NOT BE SUBJECT TO THE REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND WILL NOT FILE REPORTS, PROXY STATEMENTS AND OTHER INFORMATION WITH THE SECURITIES AND EXCHANGE COMMISSION.

THE LIMITED PARTNERSHIP INTERESTS OF THE DeGUZMAN FAMILY LIMITED PARTNERSHIP HAVE NOT AND WILL NOT BE REGISTERED OR QUALIFIED UNDER FEDERAL OR STATE SECURITIES LAWS. THE LIMITED PARTNERSHIP INTEREST OF THE DeGUZMAN FAMILY LIMITED PARTNERSHIP MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED, OR OTHERWISE TRANSFERRED UNLESS SO REGISTERED OR QUALIFIED, OR UNLESS AN EXEMPTION FROM REGISTRATION OR QUALIFICATION EXISTS. THE AVAILABILITY OF ANY EXEMPTION FROM REGISTRATION OR QUALIFICATION MUST BE ESTABLISHED BY AN OPINION OF COUNSEL FOR THE OWNER THEREOF, WHICH OPINION AND COUNSEL MUST BE REASONABLY SATISFACTORY TO THE DeGUZMAN FAMILY LIMITED PARTNERSHIP.

ARTICLE XIII
AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE

The General Partners acknowledge and state that they are authorized to execute and file this Certificate for and on behalf of the DeGuzman Family Limited Partnership.

EXECUTED IN DUPLICATE ORIGINAL this 6th day of January, 1995

Bernabe J. DeGuzman
BERNABE J. DeGUZMAN,
General Partner

Mary DeGuzman
MARY DeGUZMAN
General Partner

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th
day of January, 1995, by BERNABE J. DeGUZMAN and
MARY DeGUZMAN, who are personally known to me.

WITNESS my hand and seal, this 6th day of
January, 1995.

Vickie H. Brannen
Notary Public

VICKIE H. BRANNEN
Type or print notary name above



FILED
1995 JAN -9 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

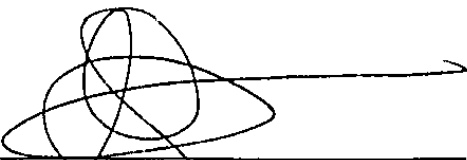
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted in compliance with said Act:

That DeGUZMAN FAMILY LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Limited Partnership at the City of Tampa, County of Hillsborough, State of Florida, has named HARVEY SCHONBRUN, located at 1802 N. Morgan Street, City of Tampa, County of Hillsborough, State of Florida, 33602, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



HARVEY SCHONBRUN
Registered Agent

FILED
1995 JAN -9 AM 8:44
SECT. 1
TALLAHASSEE, FLORIDA

AFFIDAVIT OF PARTNERS OF
DeGUZMAN FAMILY LIMITED PARTNERSHIP

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this day personally appeared BERNABE J. DeGUZMAN and MARY DeGUZMAN (hereinafter referred to as "Affiants"), who, being by me first duly sworn, depose and say:

1. That the Affiants are all of the general and all of the limited partners of DeGuzman Family Limited Partnership.
2. The amount of the capital contributions of the limited partners at the time of the formation of the limited partnership is \$1,536,103.19 and no further capital contributions by the limited partners are anticipated.

FURTHER AFFIANTS SAYETH NOT.


BERNABE J. DeGUZMAN, as general partner


MARY DeGUZMAN, as general partner

SWORN TO (OR AFFIRMED) before me 6th
on January, 1995, by BERNABE
J. DeGUZMAN and MARY DeGUZMAN, personally
known to me or who produced N/A
as identification.


Print: VICKIE H. BRANNEN
NOTARY PUBLIC, State of Florida
Commission No.
My Commission Expires:

FILED
1995 JAN -9 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 JAN 29 AM 8:58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000063

DEGUZMAN FAMILY LIMITED PARTNERSHIP

Mailing Address
3502 PERRY ST.
TAMPA FL 33603

Principal Office Address
1002 N. MORGAN ST.
TAMPA FL 33602

If above addresses are incorrect in any way, file through the correct information and enter correct address in Block 2 under 2a.

3. Date Formed or Registered in
FLORIDA 01/09/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$1,536,103.19

5b. Amount of Capital Contributions in
FLORIDA to date
1,536,103.19

6. FID Number
59-3296363

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$0.75 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$62.50 and a maximum of \$437.50.
2) Supplemental Fee. \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$62.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

SCHONBRUN, HARVEY
1802 N. MORGAN ST.
TAMPA FL 33602

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

City, State & Zip

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192 Florida Statutes, if the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192 Florida Statutes.

DATE

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

DEGUZMAN, BERNABE J
DEGUZMAN, MARY

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

3502 PERRY ST.
3502 PERRY ST.

11b. City, State & Zip Code

TAMPA FL 33603
TAMPA FL 33603

11c. Registration
Document Number

AR. \$437.50
SF. \$138.75

1-30-96

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I hereby certify that the information supplied with this filing is voluntarily furnished and is true and correct for the purposes stated in Section 607.103(4)(b) Florida Statutes. I release the Division of Corporations from any liability of civil or criminal nature for the use of the information supplied, is deemed exempt from public access, and I certify that the information indicated on this form is true and correct and that my signature shall have the same legal effect as if I were a General Partner of the limited partnership, partner or trustee of the partnership, or the sole proprietor of the business.

SIGNATURE

Typed or Printed Name of General Partner Signing Form

B. J. DE GUZMAN

DATE

Telephone Number 813/223-3366

0007863

CR2E003 (6/95)