A95000000504

CAPITAL CONNECTION, INC.
417 E. Virginia St., Suite 1, Tallahassee, FL 32301 (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
_____
_____
PHONE ( ) _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee $ _____ Our $ _____

87.50 - F.P.
CM

RE: Semble E.D.P. Partnership #1, Ltd

87.50

	C.C. FEE.	DISBURSED
____ Capital Express℠		
____ Art. of Inc. File		
____ Corp. Record Search		
✓ Ltd. Partnership File		
____ Foreign Corp. File		
____ ( ) Cert. Copy(s)		
✓ Plain Copy		
____ Art. of Amend. File		
____ Dissolution/Withdrawal		
____ C U S		
____ Fictitious Name File		
____		
____ Name Reservation		
____ Annual Report/Reinstatement		
____ Reg. Agent Service		
____ Document Filing		
____		
____ Corporate Kit		
____ Vehicle Search		
____ Driving Record		
____ Document Retrieval		
____		
____ UCC 1 or 3 File		
____ UCC 11 Search		
____ UCC 11 Retrieval		
____ ____ File No.'s, ____ Copies		
____ Courier Service		
____ Shipping/Handling		
____ Phone ( )		
____ Top Priority		
____ Express Mail Prep.		
____ FAX ( ) pgs.		
____		
SUBTOTALS		

FILED
95 MAR 30 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000001449400
-04/06/95--01046--010
*****87.50 *****87.50

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	JW		

WALK-IN
Will Pick Up 3:30 1:00

CERTIFICATE AND AFFIDAVIT OF LIMITED PARTNERSHIP OF

SEMBLER E.D.P. PARTNERSHIP #1, LTD.,
a Florida limited partnership

FILED
95 MAR 30 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is SEMBLER E.D.P. PARTNERSHIP #1, LTD.

2. The address of the office of the Partnership is 5858 Central Avenue, St. Petersburg, Florida 33707.

3. The name and address of the agent for service of process on the Partnership is SEMBLER CENTERS, INC., 5858 Central Avenue, St. Petersburg, Florida 33707.

4. The name and business address of the General Partner is as follows:

V38264

Sembler Centers, Inc.	5858 Central Avenue St. Petersburg, Florida 33707

5. The mailing address of the Partnership is 5858 Central Avenue, St. Petersburg, Florida 33707.

6. The latest date upon which the Partnership shall dissolve is March 1, 2095.

The execution of this Certificate and Affidavit by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate and Affidavit of Limited Partnership has been executed by the General Partner of SEMBLER E.D.P. PARTNERSHIP #1, LTD., this 1st day of March, 1995.

GENERAL PARTNER:

SEMBLER CENTERS, INC., a Florida corporation

By: _____
Craig H. Sember
President

Attest: _____
Brent Sembler
Secretary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SEMBLER E.D.P. PARTNERSHIP #1, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate and Affidavit of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

SEMBLER CENTERS, INC., a Florida corporation

By: _____
Craig H. Sher
President

FILED
95 MAR 30 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of SEMBLER E.D.P. PARTNERSHIP #1, LTD., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is $1,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals $1,000.00.

FILED
95 MAR 30 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This 1st day of March, 1995

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.

SEMBLER CENTERS, INC., a
Florida corporation

By: _____
Craig H. Sher
President

mdefm.135

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 Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 JAN -2 PM 3:21

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000504

SEMBLER E.D.P. PARTNERSHIP #1, LTD.

Mailing Address
5858 CENTRAL AVENUE
ST. PETERSBURG FL 33707

Principal Office Address
5858 CENTRAL AVENUE
ST. PETERSBURG FL 33707

2. New Mailing Address, If Applicable
700001488767 7
Suite, Apt. #, etc. -01/12/96--01005--026
City, State & Zip ****191.25 ****191.25

2a. New Principal Office Address, If Applicable
Suite, Apt. #, etc.
City, State & Zip

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

3. Date Formed or Registered to Do Business in FLORIDA 03/30/1995

3a. Date of Last Report

4. State or Country of Formation FL

5a. Capital Contributions as Shown on Record $1,000.00

5b. Amount of Capital Contributions in FLORIDA to date $1,000.00

6. FEI Number ✓

7. CERTIFICATE OF STATUS REQUIRED
X Applied For
Not Applicable
$8.75 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 $52.50 and a maximum of $437.50
2.) Supplemental Fee $138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $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

SEMBLER CENTERS, INC.
5858 CENTRAL AVENUE
ST. PETERSBURG FL 33707

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number Is Not Acceptable)
Suite, Apt. #, etc.
City FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, 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.

SIGNATURE (Registered Agent Accepting Appointment) DATE

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

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
SEMBLER CENTERS, INC.	5858 CENTRAL AVENUE	ST. PETERSBURG FL 337	V38264

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

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(i) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE ✓ SEMBLER CENTERS, INC. [signature] DATE 12/23/95

Typed or Printed Name of General Partner Signing Form Craig H. Sher, President Telephone Number (813) 384-6000

CR2E003 (6/95)

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