

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-1222
 Mailing Address: P.O. Box 10049, Tallahassee, FL 32302
 TO: FREE No. 1-800-368-62
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

8/1/95
 1. TAX
 2. FILING
 3. AGENT FEE
 4. COPY
 5. TOTAL
 6. BANK
 7. BALANCE DUE
 8. FEES

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY APL _____

WALK-IN Will Pick Up 823 130

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C.C. FEE. DISBURSED

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

95AUG 23 PM 1:45
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

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 *****87.50 *****87.50

SUBTOTALS

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

CERTIFICATE AND AFFIDAVIT OF LIMITED PARTNERSHIP OF

**SEMBLER E.D.P. PARTNERSHIP #2, LTD.,
a Florida limited partnership**

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STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 AUG 23 PM 1:45

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 #2, 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:

Sembler Centers, Inc. *585264* 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 #2, LTD., this 1st day of March, 1995.

GENERAL PARTNER:

SEMBLER CENTERS, INC., a
Florida corporation

By:

Craig H. Sher
Craig H. Sher
President

Attest:

Brent Sembler
Brent Sembler
Secretary

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of SEMBLER E.D.P. PARTNERSHIP #2, 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.

This 1st day of June, 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

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SEMBLER E.D.P. PARTNERSHIP #2, 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

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