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ANDERSON & ORCUTT, P.A.
Attorneys and Counsellors at Law

STEVEN A. ANDERSON
SCOTT F. BARNETT
BLAKE D. BRINGGOLD
THOMAS W. DANAHY
WILLIAM KENT HIRSH
CHARLES R. KLUG
GREGORY J. ORCUTT
CHARLEEN G. RAMUS
MARK G. RODRIGUEZ
WILLIAM D. SHEPHERD
ROBIN S. TRUMP

D. PHANE WINKLES
(OF COUNSEL)

December 1, 1995

THE LANDMARK CENTER
401 EAST JACKSON STREET, SUITE 2400
TAMPA, FLORIDA 33609
TELEPHONE (813) 222-7500
FACSIMILE (813) 222-7510

000001656910
-12/22/95--01052--010
*****35.00 *****35.00

VIA CERTIFIED MAIL
P843 447 338
Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000001656910
-12/07/95--01119--001
***1750.00 ***1750.00

Re: Limited Partnership: Burkett Family Ltd.
Our File No. 3467/4284

Dear Sir/Madam:

Enclosed please find the following:

1. One original and a copy of the Certificate of Limited Partnership of the above referenced limited partnership.
2. One original and a copy of the Affidavit As To Capital Contributions of Limited Partners.
3. A check in the amount of \$1,750 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Certificate of Limited Partnership and the Affidavit As To Capital Contributions of Limited Partners and return to the undersigned a copy of the Certificate of Limited Partnership and the Affidavit As To Capital Contributions of Limited Partners marked filed by your office.

If you have any questions whatsoever, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

Sincerely yours,

Scott F. Barnett

SFB:nam
Enclosure
50891

12/20/95

FILED
96 JAN -8 AM 11:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1995

ANDERSON & ORCUTT, P.A.
THE LANDMARK CENTRE
401 EAST JACKSON ST., STE. 2400
TAMPA, FL 33602

SUBJECT: BURKETT FAMILY, LTD.
Ref. Number: W95000024178

We have received your document for BURKETT FAMILY, LTD. and check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The registered agent must sign accepting the designation.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 695A00053678



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1995

SCOTT F. BARNETT
ANDERSON & ORCUTT, P.A.
401 EAST JACKSON ST., STE. 2400
TAMPA, FL 33602

SUBJECT: BURKETT FAMILY, LTD.
Ref. Number: W95000024178

We have received your document for BURKETT FAMILY, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent must sign accepting the designation.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 395A00055099

ANDERSON & ORCUTT, P. A.

Attorneys and Counsellors at Law

STEVEN A. ANDERSON
SCOTT F. BARNETT
D. HERBERT BOATNER JR.
BLAKE D. BRINGOLD
DITH ANNE CHONIN
THOMAS W. DANAHY
WILLIAM KENT HURIO
CHARLES E. KLUG
GREGORY J. ORCUTT
FERNANDO PEREZ III
CHARLEEN G. RAMUS
FREDRICK T. REEVES
MARK G. RODRIGUEZ
ROBIN S. TRUPP

D. FRANK WINKLES
OF COUNSEL

SUNTRUST FINANCIAL CENTER
401 EAST JACKSON STREET, SUITE 2400
TAMPA, FLORIDA 33602
TELEPHONE (813) 252-7500
FACSIMILE (813) 252-7510

January 2, 1996

VIA CERTIFIED MAIL P643 447 373
Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Limited Partnership: Burkett Family Ltd.
Our File No. 3467/4284

Dear Sir/Madam:

Enclosed please find the following:

1. One original and a copy of the Certificate of Limited Partnership of the above referenced limited partnership.
2. One original and a copy of the Affidavit As To Capital Contributions of Limited Partners.
3. One original and a copy of the Acceptance of Appointment of Registered Agent.

Please file the Certificate of Limited Partnership, Affidavit As To Capital Contributions of Limited Partners and the Acceptance of Appointment of Registered Agent and return to the undersigned a copy of the Certificate of Limited Partnership, Affidavit As To Capital Contributions of Limited Partners and Acceptance of Appointment of Registered Agent marked filed by your office.

If you have any questions whatsoever, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

Sincerely yours,

Scott F. Barnett nam

Signed in Scott F. Barnett's
Absence to Avoid Delay

SFB:nam
Enclosure
50891.02

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
BURKETT FAMILY, LTD.

This Certificate of Limited Partnership of BURKETT FAMILY, LTD., (the "Limited Partnership") made and filed under the "Florida Revised Uniform Limited Partnership (1986)" is executed as provided for by Florida Statutes, Section 620.108 and sets forth the following for the purpose of forming a limited partnership under Florida law:

- (a) The name of the limited partnership is:

Burkett Family, Ltd.

- (b) The address of the office and the name and address of the agent for service of process required to be maintained by Florida Statutes, Section 620.105 are as follows:

Office Address:

120 14th Street
Belleair Beach, Florida 34634

Name and Address of Agent for Service of Process:

FRANKLIN S. BURKETT
120 14th Street
Belleair Beach, Florida 34634

- (c) The name and business address of each General Partner is:

Name of General Partner:

Franklin S. Burkett

Address of General Partner:

120 14th Street
Belleair Beach, Florida 34634

Name of General Partner:

Terri Ann Burkett

Address of General Partner:

120 14th Street
Belleair Beach, Florida 34634

95 JAN -8 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

(d) The mailing address for the Limited Partnership is:

120 14th Street
Belleair Beach, Florida 34634

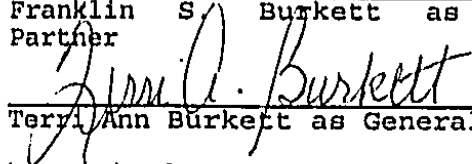
(e) The latest date on which the limited partnership is to dissolve is:

December 31, 2050

THIS CERTIFICATE is executed by the undersigned for the purposes declared herein.



Franklin S. Burkett as General Partner



Terri Ann Burkett as General Partner

Executed on behalf of the Limited Partnership pursuant to Florida Statute, Section 620.116(1)

F:\USER\SFB\TRANSFER\BURKETT\PLPSTUFF\CERT.FAM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

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SECRETARY OF STATE
TALLAHASSEE FL 32399

AFFIDAVIT AS TO CAPITAL CONTRIBUTIONS OF LIMITED PARTNERSHIP
OF
BURKETT FAMILY, LTD.
(the "Limited Partnership")

COMES NOW, the undersigned (the "Affiant"), who, for the purpose of providing this instrument to accompany the Certificate of Limited Partnership of the Limited Partnership pursuant to the provisions of Florida Statutes, Section 620.108(1), swears and deposes as follows:

1. The Affiant is familiar with the affairs and plans of the Limited Partnership, and

2. The capital contributions of the limited partners of the Limited Partnership does now total the amount of

\$1,225,000

Further Affiant Sayeth Not;


FRANKLIN S. BURKETT

SWORN TO AND SUBSCRIBED before me this 25th day of November, 1995, by FRANKLIN S. BURKETT, who X is personally known to me or _____ has produced _____

_____ as identification and did take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]


Notary Public

SCOTT F. BARNETT
(Printed Name of Notary)

My Commission Expires:



(Serial Number, if any)

SFB:jmr
112895

BURKETT FAMILY LIMITED PARTNERSHIP
the "Partnership"
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED, does hereby accept the appointment as
Registered Agent of the above named Partnership as provided for
in Florida Statute Section 620.105.



SCOTT F. BARNETT, ESQUIRE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA