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((H96000001625))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: HILL, WARD & HENDERSON
101 E KENNEDY BLVD
SUITE 3700
TAMPA FL 33602-515402-
CONTACT: BARBARA A MURPHY
PHONE: (813) 221-3900
FAX: (813) 221-2900

SECRETARY OF STATE
ALBANY, NY 12242

((H96000001625))

DOCUMENT TYPE: LIMITED PARTNERSHIP AMENDMENT

NAME: LIBERTY STRATEGIC CORE GROSS/VALUE, LTD.

FAX AUDIT NUMBER: H96000001625
DATE REQUESTED: 02/02/1996
CERTIFIED COPY: 0
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TIME REQUESTED: 11:22:52
CERTIFICATE OF STATUS: U
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072317001716

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: 2- 2-96 : 12:30 : HILL/WARD/HENDERSON-

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AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LIBERTY STRATEGIC CORE GROSS/VALUE, LTD.

FILED
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TALLAHASSEE, FLORIDA

WHEREAS, the Certificate of Limited Partnership of LIBERTY STRATEGIC CORE GROSS/VALUE, LTD. was filed and approved by the Secretary of State of the State of Florida on the 11th day of January, 1996;

WHEREAS, it is the intention of all of the general partners that the Certificate of Limited Partnership be amended in accordance with the proposed amendment hereinafter set forth;

WHEREAS, the approval of the Secretary of State of Florida of the proposed amendment hereinafter set forth is hereby requested;

NOW, THEREFORE, the Certificate of Limited Partnership is hereby amended by deleting, in its entirety, Section I, in its entirety, and substituting therefor the following:

"I. Name. The name of the limited partnership shall be:

"LIBERTY STRATEGIC CORE GROWTH/VALUE, LTD."

IN WITNESS WHEREOF, the undersigned have duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 31 day of January, 1996.

"General Partner"

LIBERTY INVESTMENT MANAGEMENT, INC.

By:


Lincoln Kinnicutt, President

Prepared by: Andrew J. Lubrano, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 263291

((H96000001625)))

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-9171

904-222-0111 FAX

DEC 11 1995

96 JAN 11 AM 11:16

DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032

REFERENCE : 799189 4368272

AUTHORIZATION :

Patricia Payette

COST LIMIT : \$ 787.50

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 11 PH 2:09

ORDER DATE : January 11, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 799189

600001686816

CUSTOMER NO: 4368272

CUSTOMER: Barbara Murphy, Legal Asst
HILL WARD & HENDERSON

P. O. Box 2231

Tampa, FL 33602

DOMESTIC FILING

NAME: LIBERTY STRATEGIC CORE
GROSS/VALUE, LTD.

ARTICLES OF INCORPORATION
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS:

PK

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96 JAN 11 PH 2:09

1/11/96

CERTIFICATE OF LIMITED PARTNERSHIP
OF
LIBERTY STRATEGIC CORE GROSS/VALUE, LTD.

The undersigned parties, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, do hereby certify and swear as follows:

- I. Name. The name of the partnership shall be:
LIBERTY STRATEGIC CORE GROSS/VALUE, LTD.
- II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:

Andrew J. Lubrano, Esq.
101 East Kennedy Blvd., Suite 3700
Tampa FL 33602

- III. General Partner. The name and address of the general partner of the limited partnership is as follows:

Liberty Investment Management, Inc.
2502 Rocky Point Drive, Suite 500
Tampa FL 33607

- IV. Location of Principal Place of Business and Mailing Address. The limited partnership's principal place of business and mailing address shall be:

2502 Rocky Point Drive, Suite 500
Tampa FL 33607

- V. Term. The term for which the limited partnership is to exist will be from the date of the filing of this Certificate of Limited Partnership until dissolution, which shall be:

- (a) on December 31, 2006;
- (b) the withdrawal, bankruptcy or dissolution of the General Partner unless the limited partners elect to continue the partnership as described in the Agreement of Limited Partnership for the partnership;
- (c) the General Partner's decision, in its sole and absolute discretion, that it is in the best interest of the Partnership to dissolve, and the delivery of written notice of such decision by the General Partner to all other Partners at their last known address;
- (d) any event of dissolution or termination as described in the Agreement of Limited Partnership for the partnership.

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IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 5th day of January, 1996.

"General Partner"

LIBERTY INVESTMENT MANAGEMENT, INC.
a Florida corporation

By:

Lincoln Kinnicutt
Lincoln Kinnicutt, President

(Corporate Seal)

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated limited partnership I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Andrew J. Lubrano
Andrew J. Lubrano

Date: 1/10/96

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE THE UNDERSIGNED, personally appeared LINCOLN KINNICUTT, in his capacity as President of LIBERTY INVESTMENT MANAGEMENT, INC., the general partner of LIBERTY STRATEGIC CORE GROSS/VALUE, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

The amount of capital contributions to date of the limited partners of the Partnership is \$100,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100,000.

Under penalty 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.

DATED this 5th day of January, 1996.

FURTHER AFFIANT SAYETH NOT.

Lincoln Kinnicutt

Lincoln Kinnicutt, President

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this January 5, 1996, by Lincoln Kinnicutt, President of LIBERTY INVESTMENT MANAGEMENT, INC., a Florida corporation, on behalf of the corporation. He is personally known to me ~~or who has produced~~ as identification.



KAREN M BUDASZEWSKI
My Commission CC340585
Expires Jan. 09, 1998
Bonded by HAI
800-422-1555

Karen M. Budaszewski
Notary Public
My Commission Expires: 1-9-98
Commission Number: CC 340585

FROM HILL WARD & HENDERSON
A96000000084
FR 11 09 96 53/S 14:53 NO. 426 294782 P 1

11/09/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000015836 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: HILL, WARD & HENDERSON, P.A.
CONTACT: BARBARA A MURPHY
PHONE: (813)221-3900

ACCT#: 072317001716

FAX #: (813)221-2900

NAME: LIBERTY STRATEGIC CORE GROWTH/VALUE, LTD.

AUDIT NUMBER.....H96000015836

DOC TYPE.....VOLUNTARY CANCELLATION OF LP

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

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EST.CHARGE.. \$52.50

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FROM HILL, WARD, HENDERSON
H96000015836

(FRI) 11. 8' 96 14:53/ST. 14:51/NO. 4260294782 P 2

**CERTIFICATE OF CANCELLATION
FOR
LIBERTY STRATEGIC CORE GROWTH/VALUE, LTD.**

Pursuant to the provisions of Section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on January 11, 1996, hereby submits this certificate of cancellation.

FIRST: Reason for cancellation: The General Partner, in its sole and absolute discretion, deems that it is in the best interest of the Partnership to dissolve, and has delivered written notice of such decision to all other Partners at their last known address.

SECOND: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of all general partners:

LIBERTY INVESTMENT
MANAGEMENT, INC.,
a Florida corporation

By:

Lincoln Kinnicutt
Lincoln Kinnicutt, President

Date:

Nov 7, 1996

Prepared by: Andrew J. Lubrano, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 263291

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