

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100, Tallahassee, FL 32301, (904) 222-1222
 Mailing Address: Post Office Box 0349, Tallahassee, FL 32301
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

52495

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 \$ _____

OK
1/11/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>AC</i>	_____	_____	_____

WALK-IN *1/11 1:30pm*
 Will Pick Up

96000000085
Partnership #3, LTD.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. Filing		
Corp. Record Search		
<input checked="" type="checkbox"/> Ltd. Partnership Filing		
Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s) <i>photo</i>		
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 Prep.		
FAX () pgs.		

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

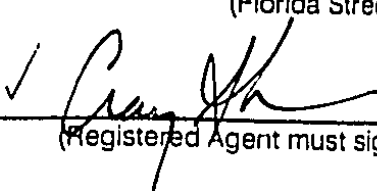
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SEMBLER E.D.P. PARTNERSHIP #3, LTD.

1. Sembler E.D.P. Partnership #3, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited",
"Ltd.", or "Limited Partnership")

2. 5858 Central Avenue, St. Petersburg, FL 33707
(The Business Address of Limited Partnership)

3. Craig H. Sher
(Name of Registered Agent for Service of Process)

4. 5858 Central Avenue, St. Petersburg, FL 33707
(Florida Street Address for Registered Agent)

5. 
(Registered Agent must sign here to accept designation as Registered Agent for
Service of Process.)

6. 5858 Central Avenue, St. Petersburg, FL 33707
(The Mailing Address of the Limited Partnership.)

7. The latest date upon which the Limited Partnership is to be dissolved is May 31, 2095

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

Sembler Retail, Inc.

846 000003312
5858 Central Ave., St. Petersburg, FL 33707

Signed this 8th day of January, 1996

Signature of all general partners:
SEMBLER RETAIL, INC.

By: ✓

[Signature]
General Partner

General Partner

General Partner

General Partner

General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 11 PM 2:25

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of

Sembler E.D.P. Partnership #3, Ltd., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$ 100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

This 8th day of January, 19 96.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

SEMBLER RETAIL, INC.

By: ✓ Craig J. H.

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 11 PM 2:25