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STEVEN A. SCIARRETTA, P.A. ATTORNIUS AT LAW

KARUN M. SCIARRITTA STEVEN A. SCIARRITTA "I.L.M. IN TAXATION

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Asset Protection Business and Taxation Planning Probate Administration Trusts and Estate Planning

UPS OVERNIGHT

February 7, 1996

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

\$00000171,14545 -02/09/96--01077--003 +++1793.75 +++1793.75

RE: CANNOVA FIRST FAMILY LIMITED PARTNERSHIP CANNOVA SECOND FAMILY LIMITED PARTNERSHIP

Dear Sir/Madam:

Enclosed please find a two Certificates of Limited Partnership and two Affidavits of Capital Contributions in order to incorporate both the CANNOVA FIRST FAMILY LIMITED PARTNERSHIP and the CANNOVA SECOND FAMILY LIMITED PARTNERSHIP.

As the total amounts contributed and the anticipated amounts to be contributed by the Limited Partners for each particular Partnership is in excess of Seven Hundred and Fifty Thousand Dollars (\$750,000), the maximum fee of One Thousand Seven Hundred Fifty Dollars (\$1,750) has been included in separate checks as the filing fees for both Certificates and Affidavits. In addition, each check includes an additional Thirty-Five Dollars (\$35.00) for the designation of a Registered Agent and an additional Eight Dollars and Seventy-Five Cents (\$8.75) for a Certificate.

Therefore, please find enclosed two checks, each in the amount of One Thousand Seven Hundred Ninety-Three Dollars and Seventy-Five Cents (\$1,793.75) for each Partnership.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

KAREN M. SCIARRETTA, ESQ.

KMS:mn:Enclosure

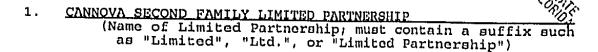
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CERTIFICATE OF LIMITED PARTNERSHIP OF

CANNOVA SECOND

FAMILY LIMITED PARTNERSHIP



- 2. Bayway Isles II. 5399 61st Ave S.. St. Petersburg, FL 33715

 (The Business Address of Limited Partnership)
- 3. Steven A. Sciarretta, Esq.
 (Name of Registered Agent for Service of Process)
- 4. 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431 (Florida Street Address for Registered Agent)

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

- 6. <u>Set forth on Line #2 above</u>
 (The Mailing Address of the Limited Partnership)
- 7. The latest date upon which the Limited Partnership is to be dissolved is February 3, 2066.
- 8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

Frank S. Cannova

5.

Bayway Isles II, 5399 61st Ave. S, St. Petersburg, Fl 337154

Signed this and day of The 1996

Signature of all General Partners:

Frank S. Cannova

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the General Partners of CANNOVA SECOND FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the Limited Partners is \$0.00

The total amount contributed and unticipated by the Limited Partners at this time totals $\frac{850,000,00}{1000}$

This 3. day of fund, 1996

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.

Frank S. Cannova

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SECRETARY SETTER