

APR 19 96 (FRI) 12:42 MACFARLANE AUSLEY

TEL: 813 273 4396

P.001

A96 000 000 756

4/19/96

FLORIDA DIVISION OF CORPORATIONS

12:17 PM

PUBLIC ACCESS SYSTEM

((H96000005550))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: MACFARLANE AUSLEY FERGUSON & MCMULLEN

DEPARTMENT OF STATE

111 MADISON ST

STATE OF FLORIDA

PO BOX 1831 SUITE 2300

409 EAST GAINES STREET

TAMPA FL 33602-7

TALLAHASSEE, FL 32399

CONTACT: ROSALYN D GIBBS

FAX: (904) 922-4000

PHONE: (813) 273-4261

FAX: (813) 273-4396

((H96000005550))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: 5642 ENTERPRISE, LTD.

FAX AUDIT NUMBER: H96000005550

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/19/1996

TIME REQUESTED: 12:17:34

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$1,205.05

ACCOUNT NUMBER: 076077001654

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000005550))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
96 APR 19 PM 11:11
TAMPA, FLORIDA

Name	
Address	KWM
Phone	
Fax	KWM
Update	KWM
Verify	KWM
Ac-no	KWM
Ver-no	KWM

96 APR 19 11:11
FAX AUDIT NO.: H98-5550

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
5642 ENTERPRISE, LTD.**

The undersigned hereby makes, acknowledges and files with the Secretary of State of the State of Florida this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. Name of the Partnership. The name of the partnership shall be **5642 ENTERPRISE, LTD.** (the "Partnership").

2. Office and Agent. **ALFRED N. SCHIFF** shall be the agent for service of process and the address of the recordkeeping office shall be 4802 Culbreath Isles Road, Tampa, Florida 33629.

3. Name and Business Address of the General Partner. The name and business address of the General Partner is as follows:

Name

Address

ENTERPRISE VENTURES, INC.
P96000033741

4802 Culbreath Isles Road
Tampa, Florida 33629

4. Mailing Address. The mailing address for the Partnership shall be c/o **ENTERPRISE VENTURES, INC.**, General Partner, 4802 Culbreath Isles Road, Tampa, Florida 33629. L P96000033741

5. Term. The latest date upon which the Partnership is to dissolve shall be December 31, 2005.

IN WITNESS WHEREOF, **ALFRED N. SCHIFF**, as President of **ENTERPRISE VENTURES, INC.**, the sole General Partner, with full authority to execute all documents necessary for the formation of the Partnership, has sworn to and executed this Certificate on this 18 day of April, 1996.

NAME: DAVID M. BOGGS
ADDRESS: 111 Madison Street
Tampa, Florida 33602
TELEPHONE NO.: 813-273-4200
FAX AUDIT NO.: H98-5550
FLORIDA BAR NO.: 248207

FAX AUDIT NO.: H98-5550

FAX AUDIT NO.: H96-5550

Alfred N. Schiff
ALFRED N. SCHIFF, as President of the sole
General Partner, ENTERPRISE VENTURES, INC.

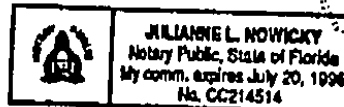
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Certificate of Limited Partnership was sworn to and subscribed
before me this 18th day of April, 1996 by ALFRED N. SCHIFF, as President, of
ENTERPRISE VENTURES, INC.

Personally Known X
or
Produced Identification _____

Type of Identification
Produced:

Julianne L. Nowicki
Signature of Notary Public
State of Florida



Print, Type or Stamp
Commissioned Name of Notary
Public

FAX AUDIT NO.: H96-5550

FAX AUDIT NO.: H96-5550

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
RE
5642 ENTERPRISE, LTD.**

*The undersigned, **ALFRED N. SCHIFF**, having been designated as Registered Agent of **5642 ENTERPRISE, LTD.** in its agreement of Limited Partnership, hereby accepts such designation and agrees to comply with the provisions of Chapter 620, Florida Statutes.*


ALFRED N. SCHIFF, Registered Agent
4802 Culbreath Isles Road
Tampa, Florida 33629

FAX AUDIT NO.: H96-5550

FAX AUDIT NO.: H96-5550

**AFFIDAVIT OF CAPITAL
RE 5642 ENTERPRISE, LTD.**

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, **ALFRED N. SCHIFF**, as President of **ENTERPRISE VENTURES, INC.**, the sole General Partner of **5642 ENTERPRISE, LTD.**, being sworn, deposes and says as follows:

1. The undersigned is the sole General Partner of **5642 ENTERPRISE, LTD.**, a Florida limited partnership in the process of formation (the "Partnership").

2. The capital contribution of and the amount anticipated to be contributed by the limited partners of the Partnership is One Hundred Fifty Eight Thousand Four Hundred Dollars (\$158,400.00).

IN WITNESS WHEREOF, the undersigned as the sole General Partner, has hereunto sworn to and executed this Affidavit on the 18 day of April 1996.

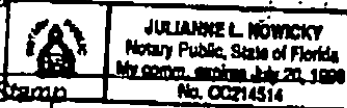
Alfred N. Schiff
ALFRED N. SCHIFF, as President of the Sole
General Partner, **ENTERPRISE VENTURES, INC.**

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The above Affidavit was sworn to and subscribed before me by **ALFRED N. SCHIFF**, as President of the **ENTERPRISE VENTURES, INC.**, sole General Partner of **5642 Enterprise, Ltd.**, this 18th day of April, 1996.

Personally Known X
or
Produced Identification _____
Type of Identification _____
Produced: _____

Julianne L. Nowicky
Signature of Notary Public
State of Florida



Print, Type or Stamp
Commissioned Name of Notary Public

FAX AUDIT NO.: H96-5550