

6/19/96

((H96000008573))

TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

((H96000008573))

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MACFARLANE AUSLEY FERGUSON & McMULLIN

111 MADISON ST

PO BOX 1931 SUITE 2300

TAMPA FL 33602-

062-0000

ROSALYN D GIBBS

(813) 273-4261

(813) 273-4396

FLORIDA LIMITED PARTNERSHIP

CURRENT STATUS: REQUESTED

TIME REQUESTED: 12:50:30

CERTIFICATE OF STATUS: 0

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07/12/96

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**CERTIFICATE OF LIMITED PARTNERSHIP
ELSBERRY, LTD.**

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Uniform Limited Partnership Act of the State of Florida pursuant to a written Agreement of all Partners executed of even date herewith ("Articles of Limited Partnership"). The creation of the Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Florida Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains each statement required by §620.108 of the Florida Revised Uniform Limited Partnership Act.

**ARTICLE 1
NAME OF THE LIMITED PARTNERSHIP**

The name of the Limited Partnership is Elsberry, Ltd.

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The address of the registered office and the name and address of the registered agent for service of process is:

Stephen H. Reynolds, Esq.
111 E. Madison Street - Suite 2300
Tampa, Florida 33602

The registered agent is an individual who is a resident of Florida and whose business office is the same as the Partnership's registered office.

**ARTICLE 3
PRINCIPAL OFFICE**

The address of the principal office in the United States where the records of the Partnership are to be maintained is:

James W. Goodwin, Esq., #375519
Macfarlane Ferguson & McMullen
111 Madison Street - Suite 2300
Tampa, Florida 33602 (813) 273-4337

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Mailing Address: P.O. Box 3172
Apollo Beach, FL 33572

Street Address: 6203 N. Hwy. 41
Ruskin, FL 33570

The records maintained and to be maintained at this office are those prescribed by §620.106 of the Florida Revised Uniform Limited Partnership Act.

ARTICLE 4 NAMES AND ADDRESSES OF THE GENERAL PARTNERS

The names, the mailing addresses, and the street addresses of the business or residence of the General Partners are:

General Partners:	Bruce P. Elsberry	Terry L. Elsberry	Ross S. Elsberry
Mailing Address:	P.O. Box 3172 Apollo Bch, FL 33572	P.O. Box 3172 Apollo Bch, FL 33572	P.O. Box 3172 Apollo Bch, FL 33572
Street Address:	6203 N. Hwy. 41 Ruskin, FL 33570	6203 N. Hwy. 41 Ruskin, FL 33570	6203 N. Hwy. 41 Ruskin, FL 33570

ARTICLE 5 NATURE OF BUSINESS PERMITTED

The Partnership is formed to engage in any lawful business, subject only to the requirements of §620.107 of the Florida Revised Uniform Limited Partnership Act. If the Limited Partnership qualifies to transact business other than in the State of Florida, the Partnership may transact any and all lawful business permitted for a Limited Partnership by the laws of that jurisdiction.

ARTICLE 6 GENERAL PARTNER'S AUTHORITY TO EXECUTE ANY AMENDMENT TO THIS CERTIFICATE OF LIMITED PARTNERSHIP

Each Limited Partner, or Subscriber of a Limited Partnership interest, has constituted and appointed the General Partner, with power of substitution, as his, her or its attorney-in-fact and personal representative to sign, execute, certify, acknowledge, file and record the Certificate of Limited Partnership, and to sign, execute, certify, acknowledge and record all appropriate instruments amending the Articles and the Certificate of Limited Partnership on

behalf of the Limited Partner. In particular, the General Partner as attorney-in-fact may sign, acknowledge, certify, file and record on the behalf of each Limited Partner such instruments, agreements, and documents that:

1. reflect the exercise by the General Partner of any of the powers granted to him under these Articles;
2. reflect any amendments made to these Articles;
3. reflect the admission or withdrawal of a General or Limited Partner; and
4. may otherwise be required of the Partnership or a Partner by Florida law, federal law, or the law of any other jurisdiction.

The power of attorney given by each Limited Partner is a durable power and will survive the disability or incapacity of the principal.

ARTICLE 7 AUTHORITY OF ANOTHER TO EXECUTE ANY AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP

The articles of Limited Partnership of Elsberry, Ltd. provide: "In the event a General Partner is unwilling or unable to sign a required amendment to the Certificate of Limited Partnership as evidence of the withdrawal, substitution or addition of a Limited Partner, the amended certificate may be signed by:

1. the remaining General Partner or Partners, if more than one General Partner is then serving, and by any successor elected by the Limited Partners or as otherwise designated by the Partnership Agreement; or,
2. if but one General Partner was serving, and who ceases to serve for any reason, by the new General Partner or Partners, as substitute or successor, and at least 70 percent in interest of the Limited Partners.

Each General Partner serving or to serve in the capacity of a General Partner does hereby appoint his, her or its successor, (or if there is more than one General Partner serving at the time a General Partner shall refuse or be unable to act, the remaining General Partner or Partners) as his, her or its attorney in fact, to sign the amended certificate on his, her or its behalf.

In the event §620.157 of the Florida Revised Uniform Limited Partnership Act should require dissolution of the Partnership due to death, disability, resignation, or removal of a

General Partner, or other event of withdrawal, the Partnership will nonetheless be reconstituted and will continue as provided by §620.157 of the Florida Revised Uniform Limited Partnership Act.

**ARTICLE 8
LIMITATION UPON THE SALE
OR OTHER TRANSFER OF A PARTNERSHIP INTEREST**

The Articles of Limited Partnership prohibit, with certain specified exceptions, a sale or other transfer of a partnership interest without the consent of at least seventy (70) percent in interest of the Limited Partners.

**ARTICLE 9
TERM OF THE LIMITED PARTNERSHIP**

The initial term of this Partnership is for a period of years that begins as of the date of this instrument and which ends on December 31 of the year following the expiration of 40 (forty) years from the date hereof, hereinafter called "initial term." The Partnership will then continue from calendar year to calendar year thereafter until and unless terminated as herein prescribed, hereinafter called "secondary term." The Partnership may be terminated and dissolved at any time during the initial term or a secondary term by vote of at least seventy (70) percent in interest of the Limited Partners. The consent to dissolution shall be required of the General Partner as to his or her or its interest as a General Partner. The Partnership also will terminate at any time it does not have at least one Limited Partner.

For so long as the Partnership shall exist, each Partner waives the right to compel a dissolution of the Partnership or to compel a partition of the property of the Partnership. No Partner will have an ownership interest in the property of the Limited Partnership. The Partnership, as an entity for federal income tax and State law purposes, will not terminate by reason of:

1. the death or disability of a Limited Partner;
2. the addition of a General Partner or the death, disability, removal, resignation or other act of withdrawal of a General Partner, unless at the conclusion of 90 days from the act of withdrawal, the Partnership does not, in fact, have at least one General Partner;
3. the bankruptcy or insolvency of a Limited Partner;
4. the withdrawal of a Limited Partner, unless there are no remaining Limited Partners; or
5. any other act or omission to act, not having the approval or consent of all Partners, which is or may be construed to be a termination of the Partnership as an entity under Florida law.

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To the greatest extent permitted by Florida law, any act or omission to act that is construed to be a termination or dissolution shall nonetheless be construed as an intended reconstitution and continuation of the Partnership, without the requirement of liquidation and winding-up.

**ARTICLE 10
AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE**

The General Partner acknowledges and states that he is authorized to execute and file this Certificate for and on behalf of Elsberry, Ltd.

EXECUTED IN DUPLICATE ORIGINAL this 12th day of June, 1996.


BRUCE P. ELSBERRY
General Partner


TERRY D. ELSBERRY
General Partner


ROSS S. ELSBERRY
General Partner

FILED
JUN 19 1996
FBI - JAC

1196-8573

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 17th day of June, 1996, by BRUCE P. ELSBERRY, General Partner of Elsberry, Ltd., a limited partnership. He is personally known to me or has produced F.P. Dineen Rec as identification.

Hugh Maize Granley
Notary Public
HUGH MAIZE GRANLEY
Name of Acknowledger (Typed/Printed)

#CC 555252

My commission expires
May 16, 2000

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 17th day of June, 1996, by TERRY L. ELSBERRY, General Partner of Elsberry, Ltd., a limited partnership. He is personally known to me or has produced F.P. Dineen Rec as identification.

Hugh Maize Granley
Notary Public
HUGH MAIZE GRANLEY
Name of Acknowledger (Typed/Printed)

#CC 555252

My commission expires
May 16, 2000

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 17th day of June, 1996, by ROSS S. ELSBERRY, General Partner of Elsberry, Ltd., a limited partnership. He is personally known to me or has produced F.P. Dineen Rec as identification.

Hugh Maize Granley
Notary Public
HUGH MAIZE GRANLEY
Name of Acknowledger (Typed/Printed)

#CC 555252

My commission expires
May 16, 2000

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of HILSBERRY, LTD. in its Certificate of Limited Partnership, hereby accepts such designation and agrees to comply with the provisions of P.S. §48.091, relative to keeping the corporation's registered office open.


STEPHEN H. REYNOLDS
Registered Agent

FILED
JUN 19 1996
RECEIVED
JUN 19 1996

H96-8573

AFFIDAVIT OF ELSBERRY, LTD.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The undersigned, being sworn, depose and say:

1. The undersigned are the general partners of Elsberry, Ltd., a Florida limited partnership, (the "Partnership").
2. The ^{total} capital contribution ^{and anticipated contribution} of the limited partners is Three Hundred Dollars (\$300.00).

GENERAL PARTNERS

Bruce P. Elsberry
BRUCE P. ELSBERRY
General Partner

Terry L. Elsberry
TERRY L. ELSBERRY
General Partner

Ross S. Elsberry
ROSS S. ELSBERRY
General Partner

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 17th day of June, 1996, by BRUCE P. ELSBERRY, General Partners of Elsberry, Ltd., a limited partnership. He is personally known to me or has produced El Driver License as identification.

Hugh Marge Granling
Notary Public
HUGH MARGE GRANLING
Name of Acknowledger (Typed/Printed)

CC 555252

my commission expires
May 16, 2000

H96-8573

A96000001206

5/27/97
NUM: A96000001206
ACT CO: 00.00
NAME: ELSBERRY, LTD.
PRINCIPAL: 6203 N. HIGHWAY 41
ADDRESS: RUSKIN, FL 33570
MAILING: P.O. BOX 3172
ADDRESS: APOLLO BEACH, FL 33572
RA NAME: REYNOLDS, STEPHEN H ESQ.
RA ADDR: 111 E. MADISON STREET, SUITE 2300
TAMPA, FL 33602 US
ANN REP: * NONE FILED *

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***1750.00 ***1750.00

1. MENU, 3. PARTNERS

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP**

The undersigned general partners of ELSBERRY, LTD.
_____, a
Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 539,984

This 4 day of April, 19 97

FURTHER AFFIANT SAYETH NOT.

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

General Partner(s)

Terry L. Elsberry
Don S. Elsberry
Bruce P. Elsberry

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

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