

1201 HAYS STREET
TALLAHASSEE, FL 32304-6007

800-342-8086



PREMIER
REGISTRATION SERVICE

A96000001342

ACCOUNT NO. : 072100000032

REFERENCE : 021577 8796A

AUTHORIZATION : *Mark Watson*

COST LIMIT : \$ ~~PPD~~

ORDER DATE : July 16, 1996

ORDER TIME : 2:28 PM

ORDER NO. : 021577

CUSTOMER NO: 8796A

300001895803

CUSTOMER: Frank N. Fleischer, Esq.
SCHIFINO & FLEISCHNER

One Tampa City Center, #2700
201 N. Franklin Street
Tampa, FL 33602

DOMESTIC FILING

NAME: LPTD FUND 5, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

BK

7/16/96

95 JUL 16 PM 4:12

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
LPTD FUND 5, LTD.

The undersigned has executed and hereby submits this Certificate of Limited Partnership pursuant to Chapter 620, Florida Statutes, and hereby states that:

1. The name of the limited partnership is LPTD Fund 5, Ltd. (the "Partnership").
2. The address of the office of the Partnership required to be maintained in the State of Florida and the name and address of the agent for service of process of the Partnership are as follows:

OFFICE ADDRESS

880 Carillon Parkway
St. Petersburg, Florida 33716

AGENT FOR SERVICE OF PROCESS

J. Davenport Mosby III
880 Carillon Parkway
St. Petersburg, Florida 33716

3. The name and business address of the General Partner is:

GENERAL PARTNER

RJ Leasing, Inc.

ADDRESS

880 Carillon Parkway
St. Petersburg, Florida 33716

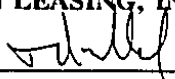
4. The mailing address for the Partnership is:

880 Carillon Parkway
St. Petersburg, Florida 33716

5. The latest date upon which the Partnership is to dissolve is December 31, 2016.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 15th day of July, 1996.

RJ LEASING, INC.

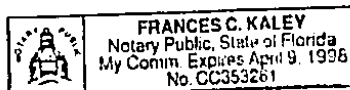


J. Davenport Mosby III
President

Sworn to and subscribed
before me this 15th day
of July, 1996



Notary Public



GENERAL PARTNER'S AFFIDAVIT

BEFORE THE UNDERSIGNED AUTHORITY personally appeared J. Davenport Mosby III, in the capacity of President of RJ Leasing, Inc., and after being duly sworn, he did depose and state as follows:

1. J. Davenport Mosby III is the President of RJ Leasing, Inc., the GENERAL PARTNER of LPTD Fund 5, Ltd. (the "Partnership").
2. The current amount of the capital contributions of the limited partners of the Partnership is \$1,125,000.
3. The maximum capital contributions to the Partnership will be \$1,500,000.

RJ LEASING, INC.

By: 
J. Davenport Mosby III
President

Sworn to and subscribed
before me this 15th day
of July, 1996.

Frances C. Kaley
Notary Public



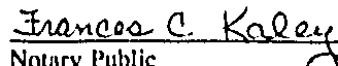
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

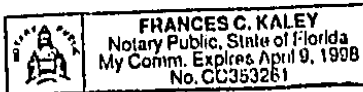
The undersigned, J. Davenport Mosby III, having been named as registered agent to accept service in process for the LPTD Fund S, Ltd. (the "Partnership"), at the registered office designated by such Partnership in its Certificate of Limited Partnership, or otherwise, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 620.192, Florida Statutes.

DATED this 15th day of July, 1996.


J. Davenport Mosby III

Sworn to and subscribed
before me this 15th day
of July, 1996.


Notary Public



95 JUL 16 PM 4:12
NOTARY PUBLIC
FRANCES C. KALEY