

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

A96000001559



PRESTIGE HILL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 060464 4368272

AUTHORIZATION : Patricia Pizzit

COST LIMIT : \$ 1837.50

ORDER DATE : August 21, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 060464

700001928767

CUSTOMER NO: 4368272

CUSTOMER: Barbara Murphy, Legal Asst  
HILL WARD & HENDERSON

P. O. Box 2231

Tampa, FL 33602

DOMESTIC FILING

NAME: BARCLAY GROUP NO. 1, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
              PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 21 PM 2:55

RECEIVED  
96 AUG 21 PM 12:07  
DIVISION OF CORPORATIONS

BK  
8/21/96

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BARCLAY GROUP NO. 1, LTD.

FILED  
STATE  
SECRETARY OF CORPORATIONS  
AUG 21 PM 2:56

The undersigned parties, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, do hereby certify and swear as follows:

- I. Name. The name of the partnership shall be:  
BARCLAY GROUP NO. 1, LTD.
- II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:  
  
STEPHEN M. HUDOBA  
101 East Kennedy Blvd., Suite 3700  
Tampa FL 33602
- III. General Partner. The name and address of the general partner of the limited partnership is as follows:  
  
Oregon Properties, Inc.  
c/o Barclay Group  
1123 Overcash Drive  
Dunedin FL 34698 J14545
- IV. Location of Principal Place of Business and Mailing Address. The limited partnership's principal place of business and mailing address shall be:  
  
c/o Barclay Group  
1123 Overcash Drive  
Dunedin FL 34698
- V. Term. The term for which the limited partnership is to exist will be from the date of the filing of this Certificate of Limited Partnership until dissolution, which shall be:
  - (a) on December 31, 2025;
  - (b) the sale, abandonment or disposal by the limited partnership of all or substantially all of its assets;
  - (c) the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom;
  - (d) a written agreement to that effect entered into by the general partner and the limited partner;

(c) the withdrawal or bankruptcy of the General Partner.

The undersigned hereby acknowledges that the undersigned has read the Certificate of Limited Partnership of BARCLAY GROUP NO. 1, LTD., a Florida limited partnership, and the undersigned by executing this Signature Page, acknowledges that the undersigned has joined in the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 29 day of August, 1996.

"General Partner"

Oregon Properties, Inc.

By: 

David Coia, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 21 PM 2:56

**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process for the above stated limited partnership, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Stephen M. Hudoba

Date: 8-19-96

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE THE UNDERSIGNED, personally appeared David Coia, in his capacity as President of Oregon Properties, Inc., the general partner of BARCLAY GROUP NO. 1, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

1. The amount of capital contributions to date of the limited partners is  
\$ 50,000.00

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$500,000.00.

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

DATED this 19 day of August, 1996.

FURTHER AFFIANT SAYETH NOT.

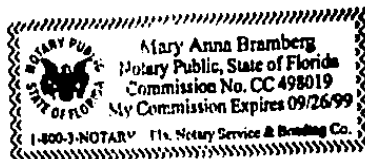
Oregon Properties, Inc., a Florida corporation,  
General Partner

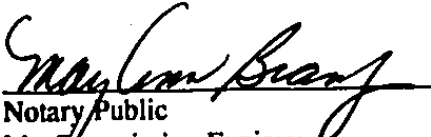
By: 

David Coia, President

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this August \_\_, 1996, by David Coia, President of Oregon Properties, Inc., a Florida corporation, on behalf of the corporation. He is ~~personally known to me~~ or who has produced \_\_\_\_\_ as identification.



  
Notary Public  
My Commission Expires:  
Commission Number: