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8/20/96

FLORIDA DIVISION OF CORPORATIONS

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((H96000011611))

TO: DIVISION OF CORPORATIONS

FROM: HILL, WARD & HENDERSON, P.A.

DEPARTMENT OF STATE

101 E KENNEDY BLVD

STATE OF FLORIDA

SUITE 3700

409 EAST GAINES STREET

TAMPA FL 33602-8184 180

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: CULVERHOUSE LIMITED PARTNERSHIP

FAX AUDIT NUMBER: H96000011611

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/20/1996

TIME REQUESTED: 14:22:04

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 072317001716

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Name	<i>OK 8-21</i>
Availability	<i>OK</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgement	<i>OK</i>
W. P. Verifier	<i>OK</i>

Received

*Client # 20455-3
Pages - 4*

95 AUG 21 PM 3:57

SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG 20 PM 3:08

95 AUG 20 PM 3:08

RECEIVED

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CULVERHOUSE INVESTMENT PROPERTIES, LTD.**

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:

CULVERHOUSE INVESTMENT PROPERTIES, 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 F. Story
1408 North Westshore Boulevard
Suite 908
Tampa, Florida 33607

III. **General Partner.** The name and address of the general partner of the limited partnership is as follows:

HFC General Partner, Inc.
1408 North Westshore Boulevard
Suite 908
Tampa FL 33607

P960000 68298

IV. **Location of Principal Place of Business and Mailing Address.** The limited partnership's principal place of business and mailing address shall be:

1408 North Westshore Boulevard
Suite 908
Tampa, Florida 33607

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;

Prepared by: Stephen B. Strake II
P. O. Box 2231, Tampa FL 33601-2231
Florida Bar # 0060070
(813) 221-3900

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(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) any event of dissolution or termination as described in the Limited Partnership Agreement of the Partnership;

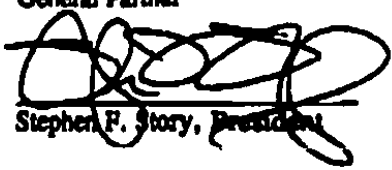
(e) the determination by the General Partner to dissolve the Partnership.

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

Executed this 21st day of August, 1996.

HFC General Partner, Inc.,
Florida corporation,
General Partner

By:


Stephen F. Story, President**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 F. StoryDate: 8/21/96

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A 96000001562

MAILING ADDRESS:
POST OFFICE BOX 2231
TAMPA, FLORIDA 33601

LAW OFFICES OF
HILL, WARD & HENDERSON
PROFESSIONAL ASSOCIATION
SUITE 3700 • BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-3800
TELECOPIER (813) 221-2800

September 25, 1996

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Culverhouse Investment Properties, Ltd.
Document No. A96000001562
Our file number 20455-001

400001959024
-09/27/96--01045--001
***1750.00 ***1750.00

Dear Madam or Sir:

Enclosed for filing please find the Affidavit Increasing Contributions for the above-referenced limited partnership and our check no. 4135 in the amount of \$1,750 to cover the cost of the filing fees.

If you have any questions, please do not hesitate to call me at (813) 227-8463. Thank you.

Sincerely,


Terrie A. Sigler
Certified Legal Assistant

FILED
96 SEP 27 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	10/31/96
Availability	has one
Enclosure	
Document Examiner	cc: Stephen F. Story Stephen B. Straske II
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

increasing contributions
to \$7,500,000.00

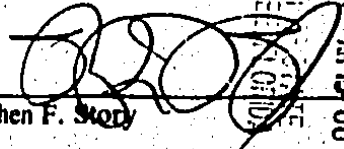
AFFIDAVIT INCREASING CONTRIBUTIONS

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

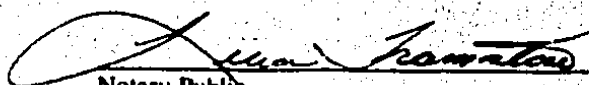
BEFORE ME, the undersigned authority, this day personally appeared Stephen F. Story, in his capacity as president of HFC GENERAL PARTNER, INC., the sole general partner of CULVERHOUSE INVESTMENT PROPERTIES, LTD., a Florida limited partnership (the "Partnership"), who after being duly sworn, deposes and says:

1. The Partnership was filed with the Secretary of State of Florida on August 21, 1996 and was assigned document number A96000001562
2. The amount of capital contributions of the limited partners of the Partnership has increased to a total of \$7,500,000.
3. The total amount contributed by the limited partners totals \$7,500,000.

FURTHER AFFIANT SAYETH NOT.


Stephen F. Story

SWORN TO AND SUBSCRIBED before me this 13th day of September, 1996, by the affiant who is personally known to me or who has produced _____ as identification.


Notary Public

LILLIAN TRAMONTANO

(Print, Type or Stamp Name)

My Commission Expires

