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TO: DIVISION OF CORPORATIONS

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FROM: HILL, WARD & HENDERSON, P.A.
CONTACT: BARBARA A MURPHY
PHONE: (813)221-3900

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NAME: S-B PROPERTIES NO. 16, LTD.

AUDIT NUMBER.....M96000013079

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
S-B PROPERTIES NO. 16, 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:

S-B PROPERTIES NO. 16, 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, Esquire
Hill, Ward & Henderson, P.A.
101 East Kennedy Blvd., Suite 3700
Tampa FL 33602

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

Schmidt Investments Limited Partnership
c/o Robert E. Schmidt, Jr., GP
330 E. Kilbourne Ave. Suite 1454
Milwaukee, Wisconsin 53202

A 32131

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

S-B PROPERTIES NO. 16, LTD.
c/o Boulder Venture, Inc.
1123 Overcash Drive
Dunedin FL 34698

V. Latest Dissolution Date. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2037.

Prepared by: Stephen M. Hudoba, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-9900
Florida Bar Number 507644

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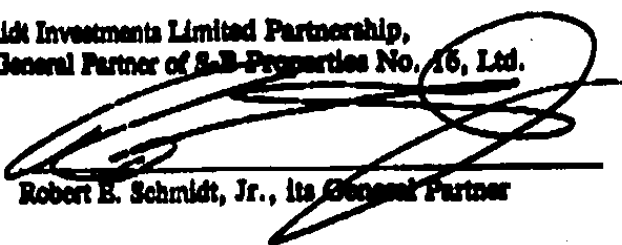
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IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 12 day of September, 1996.

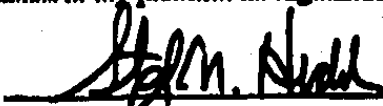
Schmidt Investments Limited Partnership,
sole General Partner of S-B Properties No. 16, Ltd.

By:


Robert E. Schmidt, Jr., its General Partner

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: 9-17-96

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE THE UNDERSIGNED, personally appeared Robert E. Schmidt, Jr., in his capacity as General Partner of Schmidt Investments Limited Partnership, the general partner of S-B PROPERTIES NO. 16, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

The amount of capital contributions to date of the limited partners of the Partnership is \$1.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1.00.

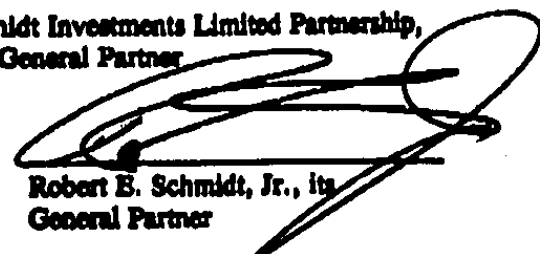
Under penalty of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

DATED this 2nd day of September, 1996.

FURTHER AFFIANT SAYETH NOT.

Schmidt Investments Limited Partnership,
sole General Partner

By:


Robert E. Schmidt, Jr., its
General Partner

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