

1201 HAYS STREET
TALLAHASSEE, FL 32301-2077
904/221-0071
904/221-0111 FAX

800-342-8086

A96000001888



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 115803 4326591

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 10, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 115803

CUSTOMER NO: 4326591

CUSTOMER: Jackson Boggs, Esq
FOWLER WHITE GILLEN BOGGS
VILLAREAL & BANKER, P.A.
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

200001974372--1
-10/15/96--01149--004
***1837.50 ***1837.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 PM 1:32

DOMESTIC FILING

NAME: MARY SUE FRANK INVESMENTS
LTD.

EFFECTIVE DATE:

G. TAX _____
FILING 1750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. BANK _____
BALANCE DUE _____
REFUND _____

____ 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: Karen B. Rozar

EXAMINER'S INITIALS:

BK

10/10/96

RECEIVED
96 OCT 10 AM 10:53
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
MARY SUE FRANK INVESTMENTS, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 16 PM 1:32

In accordance with Florida Statute Section 620.108, this Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

1. **Name.** The name of this limited Partnership shall be "Mary Sue Frank Investments, Ltd."

2. **Registered Agent and Address.** The office and the name of the agent for service of process required to be maintained is as follows:

Mary Sue Frank
2611 Bayshore Boulevard, Apt. 907
Tampa, Florida 33629

3. **General Partner.** The name and business address of each general partner is:

Mary Sue Frank
2611 Bayshore Boulevard, Apt. 907
Tampa, Florida 33629

Patricia Virginia Schmidt
8400 Sunset Drive
Orlando, Florida 32819

L. Robert Frank, Jr.
2109 South Hesperides Street
Tampa, Florida 33629

4. **Mailing Address.** The principal office and mailing address of the limited partnership is:

2611 Bayshore Boulevard, Apt. 907
Tampa, Florida 33629

5. **Termination Date.** The latest date upon which the limited partnership is to dissolve is December 31, 2046.



Mary Sue Frank, General Partner and
Registered Agent



Patricia Virginia Schmidt, General
Partner



L. Robert Frank, Jr., General Partner

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

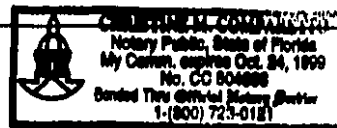
The foregoing instrument was acknowledged before me this 16th of September, 1996, by MARY SUE FRANK, who is personally known to me or who has produced Ma as identification.

Christine M. Comparetto
Print Name Christine M. Comparetto

"NOTARY PUBLIC"

My Commission Expires:

STATE OF FLORIDA
COUNTY OF ORANGE



The foregoing instrument was acknowledged before me this 23 of September, 1996, by PATRICIA VIRGINIA SCHMIDT, who is personally known to me or who has produced n/a as identification.

Sarah Elizabeth Lancaster
Print Name Sarah Elizabeth Lancaster

"NOTARY PUBLIC"

My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH



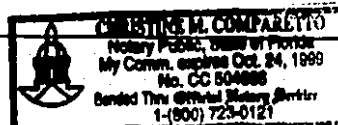
SARAH ELIZABETH LANCASTER
My Commission CC#1988
Expires Aug. 23, 1999

The foregoing instrument was acknowledged before me this 16th of September, 1996, by L. ROBERT FRANK, JR., who is personally known to me or who has produced Ma as identification.

Christine M. Comparetto
Print Name Christine M. Comparetto

"NOTARY PUBLIC"

My Commission Expires:



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 PM 1:32

AFFIDAVIT OF GENERAL PARTNER

BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared MARY SUE FRANK, PATRICIA VIRGINIA SCHMIDT and L. ROBERT FRANK, JR., known to me to be the general partners of MARY SUE FRANK INVESTMENTS, LTD., a Florida limited partnership, who, before me first duly sworn, declare as follows:

1. The amount of capital initially contributed to the Partnership by the limited partners is \$1,980.00.
2. The limited partners presently anticipate contributing additional funds to the Partnership; and the total amount contributed and anticipated to be contributed is \$5,000,000.00.

Mary Sue Frank
Mary Sue Frank, General Partner

Patricia Virginia Schmidt
Patricia Virginia Schmidt, General Partner

L. Robert Frank, Jr.
L. Robert Frank, Jr., General Partner

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th of September, 1996, by MARY SUE FRANK, who is personally known to me or who have produced None as identification.

Christine M. Comparetto
Print Name Christine M. Comparetto

"NOTARY PUBLIC"

My Commission Expires:



STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd
of September, 1996, by PATRICIA VIRGINIA SCHMIDT, who is
personally known to me or who have produced n/a
as identification.

Sarah Elizabeth Lancaster
Print Name Sarah Elizabeth Lancaster

"NOTARY PUBLIC"

My Commission Expires:

August 23, 1999

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH



SARAH ELIZABETH LANCASTER
My Commission CC481088
Expires Aug. 23, 1999

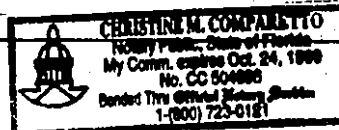
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 OCT 10 PM 1:32

The foregoing instrument was acknowledged before me this 16th
of September, 1996, by L. ROBERT FRANK, JR., who is
personally known to me or who have produced n/a
as identification.

Christine M. Comparetto
Print Name Christine M. Comparetto

"NOTARY PUBLIC"

My Commission Expires:



A96000001888

FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P. A.

ATTORNEYS AT LAW

TAMPA — ST. PETERSBURG — CLEARWATER

FT. MYERS — TALLAHASSEE

CABLE - FOWHITE
TELEX 08776

501 EAST KENNEDY BLVD.
TAMPA, FLORIDA 33602

POST OFFICE BOX 1438
TAMPA, FLORIDA 33601

(813) 228-7411

TELECOMER
(813) 229-0313

April 7, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

200002139432--3
-04/10/97--01080--004
*****105.00 *****105.00

Re: Mary Sue Frank Investments, Ltd.

Dear Sir:

Enclosed please find original First Amendment to Certificate of Limited Partnership for the above-captioned limited partnership, along with our firm check in the amount of \$105.00 to cover the following:

| | |
|--------------------|--------------|
| Filing Fee | \$ 52.50 |
| Certified Copy Fee | <u>52.50</u> |
| | \$105.00 |

We would appreciate your filing the First Amendment, certifying a copy, and returning the certified copy to us.

Thank you for your assistance.

Sincerely,


E. Jackson Boggs

EJB\dlb\2162
Enclosures

cc: Mrs. Mary Sue Frank (w/o encl.)
Margaret M. McCormick, C.P.A. (w/o encl.)

97 APR 11 AM 9:29
DIVISION OF CORPORATIONS

A96-1888

KWM

4-11

FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
MARY SUE FRANK INVESTMENTS, LTD.

In accordance with Florida Statute Section 620.109 this First Amendment to Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

1. Name. The name of this limited Partnership is "MARY SUE FRANK INVESTMENTS, LTD."

2. Date of Filing. The date of filing of the Certificate of Limited Partnership was October 10, 1996.

3. Amendment. Paragraph 3 of the Certificate of Limited Partnership shall be deleted in its entirety, and the following shall be inserted in its stead:

"3. General Partner. The name and business address of each general partner is:

Mary Sue Frank
2611 Bayshore Boulevard, Apt. 907
Tampa, Florida 33629

Patricia Virginia Schmidt
8400 Sunset Drive
Orlando, Florida 32819

L. Robert Frank, Jr.
2109 South Hesperides Street
Tampa, Florida 33629

Mary Linda Frank
250 Mercer, #C418
New York, New York 10012

RECEIVED BY CLERK
DIVISION OF CORPORATIONS
97 APR 11 AM 9:29

IN WITNESS WHEREOF, the undersigned have executed this First Amendment the 22nd day of January, 1997.

Mary Sue Frank
Mary Sue Frank, General Partner

Patricia Virginia Schmidt
Patricia Virginia Schmidt, General Partner

L. Robert Frank, Jr.
L. Robert Frank, Jr., General Partner

Mary Linda Frank
Mary Linda Frank, General Partner

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22nd
of January, 1997, by MARY SUE FRANK, who is personally known to me
or who has produced n/a as identification.

Vickie G. Wilmouth
Print Name Vickie G. Wilmouth

"NOTARY PUBLIC"

My Commission Expires:



VICKIE G. WILMOUTH
My Commission CC301787
Expires Jul. 13, 1997
Bonded by ANG
800-852-5878

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th
of January, 1997, by PATRICIA VIRGINIA SCHMIDT, who is personally
known to me or who has produced n/a as
identification.

Sarah Elizabeth Lancaster
Print Name Sarah Elizabeth Lancaster

"NOTARY PUBLIC"

My Commission Expires:



SARAH ELIZABETH LANCASTER
My Commission CC491086
Expires Aug. 23, 1998

97 APR 11 AM 9:29
DIVISION OF CORPORATIONS
STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22nd
of January, 1997, by L. ROBERT FRANK, JR., who is personally known
to me or who has produced n/a as identification.

Vickie G. Wilmouth
Print Name Vickie G. Wilmouth

"NOTARY PUBLIC"

My Commission Expires:



VICKIE G. WILMOUTH
My Commission CC301787
Expires Jul. 13, 1997
Bonded by ANG
800-852-5878

STATE OF NEW YORK

COUNTY OF NY

The foregoing instrument was acknowledged before me this 22
of January, 1997, by MARY LINDA FRANK, who is personally known to
me or who has produced PASSPORT (WA) as identification.

[Signature]
Print Name _____

"NOTARY PUBLIC"

My Commission Expires:

HENRY B. TRATTNER
NOTARY PUBLIC, State of New York
No. TR-01-4580365
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires October 31, 19 97

EJB\3619

FILED
SECRETARY OF
DIVISION OF CORP
97 APR 11 A

A96000001888

FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P. A.

ATTORNEYS AT LAW

TAMPA — ST. PETERSBURG — CLEARWATER

FT. MYERS — TALLAHASSEE

CABLE FOWHITE
TELEX 62776

501 EAST KENNEDY BLVD
TAMPA, FLORIDA 33602
POST OFFICE BOX 1438
TAMPA, FLORIDA 33601

(813) 228-7411

TELECOPIER
(813) 228-8313

April 7, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

200002139432--3
-04/10/97-01080--004
****105.00 ****105.00

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Dear Sir:

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|--------------------|--------------|
| Filing Fee | \$ 52.50 |
| Certified Copy Fee | <u>52.50</u> |
| | \$105.00 |

We would appreciate your filing the First Amendment, certifying a copy, and returning the certified copy to us.

Thank you for your assistance.

Sincerely,


E. Jackson Boggs

EJB\dlb\2162
Enclosures

cc: Mrs. Mary Sue Frank (w/o encl.)
Margaret M. McCormick, C.P.A. (w/o encl.)

RECEIVED
DIVISION OF CORPORATIONS
97 APR 11 AM 9:29

A96-1888

KWM

4-11

FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
MARY SUE FRANK INVESTMENTS, LTD.

In accordance with Florida Statute Section 620.109, this First Amendment to Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

1. Name. The name of this limited Partnership is "MARY SUE FRANK INVESTMENTS, LTD."

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"3. General Partner. The name and business address of each general partner is:

Mary Sue Frank
2611 Bayshore Boulevard, Apt. 907
Tampa, Florida 33629

Patricia Virginia Schmidt
8400 Sunset Drive
Orlando, Florida 32819

L. Robert Frank, Jr.
2109 South Hesperides Street
Tampa, Florida 33629

Mary Linda Frank
250 Mercer, #C418
New York, New York 10012

DIVISION OF CORPORATE AFFAIRS
97 MAR 11 AM 9:29

IN WITNESS WHEREOF, the undersigned have executed this First Amendment the 22nd day of January, 1997.



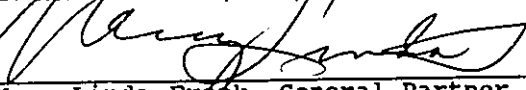
Mary Sue Frank, General Partner



Patricia Virginia Schmidt, General Partner



L. Robert Frank, Jr., General Partner



Mary Linda Frank, General Partner

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22nd
of January, 1997, by MARY SUE FRANK, who is personally known to me
or who has produced me as identification.

Vickie G. Wilmouth
Print Name Vickie G. Wilmouth

"NOTARY PUBLIC"

My Commission Expires:



VICKIE G. WILMOUTH
My Commission CC301787
Expires Jul. 13, 1997
Bonded by ANB
800-852-5878

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th
of January, 1997, by PATRICIA VIRGINIA SCHMIDT, who is personally
known to me or who has produced me as
identification.

Sarah Elizabeth Lancaster
Print Name Sarah Elizabeth Lancaster

"NOTARY PUBLIC"

My Commission Expires:



SARAH ELIZABETH LANCASTER
My Commission CC491088
Expires Aug. 23, 1998

97 APR 11 AM 5:29
DIVISION OF CORPORATIONS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22nd
of January, 1997, by L. ROBERT FRANK, JR., who is personally known
to me or who has produced me as identification.

Vickie G. Wilmouth
Print Name Vickie G. Wilmouth

"NOTARY PUBLIC"

My Commission Expires:



VICKIE G. WILMOUTH
My Commission CC301787
Expires Jul. 13, 1997
Bonded by ANB
800-852-5878

STATE OF NEW YORK

COUNTY OF NY

The foregoing instrument was acknowledged before me this 22
of January, 1997, by MARY LINDA FRANK, who is personally known to/
me or who has produced PASSPORT (USA) as identification.

[Signature]
Print Name _____

"NOTARY PUBLIC"

My Commission Expires:

HENRY B. TRATNER
NOTARY PUBLIC, State of New York
No. TR-01-400000
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires October 31, 1997

EJB/3019

FILED
SECRETARY
DIVISION OF CORRECTIONS
97 APR 11 1