

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

A96000002082



PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 153154 4323655

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 13, 1996

ORDER TIME : 9:53 AM

ORDER NO. : 153154-005

CUSTOMER NO: 4323655

CUSTOMER: Michael D. Annis, Esq  
ANNIS MITCHELL COCKEY EDWARDS  
& ROEHN, P.A.  
Suite 2100  
One Tampa City Center  
Tampa, FL 33602

800002006028--3

-11/15/96--01065--018

\*\*\*1793.75 \*\*\*1793.75

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF  
96 NOV 13 PM 12:44

DOMESTIC FILING

NAME: LOREBE INVESTMENTS, LTD.

J. TAX FILING 1750.00  
R. AGENT FEE 35.00  
COPY CUS 8.75  
TOTAL 1793.75  
N. BANK  
BALANCE DUE  
REFUND

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: BK

RECEIVED  
96 NOV 13 AM 10:31  
DIVISION OF CORPORATIONS

CERTIFICATE OF  
LIMITED PARTNERSHIP OF  
LOREBE INVESTMENTS, LTD.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV 13 PM 12:44

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. Name of Partnership. The name of the Partnership shall be LOREBE INVESTMENTS, LTD.

2. Address of Recordkeeping Office; Agent for Service of Process. The records to be kept pursuant to Florida Statute Section 620.106 shall be located at 3301 Bayshore Boulevard, Apt. 1803, Tampa, Florida 33629 and the name of the Partnership's agent for service of process at said address is Beverly A. Harms.

3. Name and Business Address of the General Partner. The name and address of the General Partner is as follows:

| <u>Name</u>      | <u>Address</u>   |
|------------------|--|
| Beverly A. Harms | 3301 Bayshore Boulevard, Apt. 1803<br>Tampa, Florida 33629 |

4. Mailing Address for the Limited Partnership. The mailing address for the Limited Partnership shall be located at 3301 Bayshore Boulevard, Apt. 1803, Tampa, Florida 33629.

5. Term. The term for which the Partnership is to exist shall be fifty (50) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for the LOREBE INVESTMENTS, LTD.

DATED this 24th day of October, 1996.

GENERAL PARTNER:

Beverly A. Harms  
BEVERLY A. HARMS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 13 PM 12:44

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of October, 1996, by BEVERLY A. HARMS, who is personally known to me, or who has produced \_\_\_\_\_ as identification.

Kathryn Warner  
NOTARY PUBLIC

Name: \_\_\_\_\_

Serial #: \_\_\_\_\_

My Commission \_\_\_\_\_



KATHRYN WARNER  
My Commission CCB58425  
Expires May, 21, 2000

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Beverly A. Harms  
BEVERLY A. HARMS

3477-001-359351

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 13 PM 4:44

I, BEVERLY A. HARMS, the sole general partner of the LOREBE INVESTMENTS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certifies as follows:

1. The limited partners have contributed \$350,000.00 of capital to the Partnership.

2. It is anticipated that no additional contributions shall be contributed by the limited partner in the future.

This 28<sup>th</sup> day of October, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties 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.

GENERAL PARTNER:

Beverly A. Harms  
BEVERLY A. HARMS

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of October, 1996, by BEVERLY A. HARMS, as General Partner of the LOREBE INVESTMENTS, LTD., on behalf of the limited partnership, who is personally known to me, or has produced as identification.

Kathryn Warner  
NOTARY PUBLIC

Name:

Serial #:

My Commission Expires



KATHRYN WARNER

Commission OC061438  
Expires May 21, 2000

3477-001-359351.02

3/26/97  
 NUM: A90000002082 ST: FL ACTIVE/EL LP  
 ACT CONT: 350,000.00  
 NAME: LORENE INVESTMENTS, LTD.  
 PRINCIPAL: 3301 BAYSHORE BLVD., APT. 1803  
 ADDRESS: TAMPA, FL 33629  
 RA NAME: HARMS, BEVERLY A  
 RA ADDR: 3301 BAYSHORE BLVD., APT. 1803  
 TAMPA, FL 33629  
 ANN REP: \* NONE FILED \*

**A96000002082**

FLD: 11/13/1996

8:06 AM

**FILED**  
 97 MAR 24 AM 11:21  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

*rec'd. 3/24/97*  
*Wm. T.C. from*  
*\$350,000.00*  
*to*  
*\$1,515,151.50*

|                   |             |
|-------------------|-------------|
| Name              |             |
| Availability      |             |
| Document Examiner | <i>Walt</i> |
| Updater           | <i>Walt</i> |
| U's or Verifier   | <i>Walt</i> |
| Acknowledge       | <i>Walt</i> |
| W. P. Verifier    | <i>Walt</i> |

*S.A. rec'd*

600002125376--4  
 -03/26/97--01136--020  
 \*\*\*2291.25 \*\*\*1750.00

MAILING 1750.00  
 C. COPY \_\_\_\_\_  
 R. AGENT \_\_\_\_\_  
 TOTAL 1750.00  
 BALANCE DUE \$ \_\_\_\_\_  
 REFUND \$ \_\_\_\_\_

*Walt 3/25*

**A9600002082**



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 16, 1997

**LOREBE INVESTMENTS, LTD.**  
**3301 BAYSHORE BLVD., APT. 1803**  
**TAMPA, FL 33629**

**SUBJECT: LOREBE INVESTMENTS, LTD.**  
**Ref. Number: A9600002082**

We have received your document for LOREBE INVESTMENTS, LTD. and your check(s) totaling \$576.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have indicated in block 5b or 8b on the document that the contributions of the limited partners have gone beyond what we currently have on file. A supplemental affidavit must be filed pursuant to chapter 620, Florida Statutes. The filing fee is based on the additional amount of contributions calculated at a rate of \$7 per \$1000 with a minimum filing fee of \$52.50 and a maximum filing fee of \$1750.

The fee to file the supplemental affidavit is \$1750.00 and the fee to file the annual report is \$541.25. The total fee due for both filings is \$2291.25. Please return the supplemental affidavit and the annual report together with the appropriate fee.

Attached is a computer printout for your partnership which shows the general partner(s) according to our records. Your annual report must list the same partners as shown on the printout. To change the partner(s), an amendment must be filed and the appropriate filing fee submitted in accordance with chapter 620, Florida Statutes.

The limited partnership annual report must be signed by a general partner.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6911.

**Brenda Tadlock**  
Sr. Corporate Section Administrator

Letter Number: 997A00002300

**ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN**

**PROFESSIONAL ASSOCIATION**

MICHAEL D. ANNIS  
WILLIAM F. BRANDED, JR.  
ENOLA T. BROWN  
PRESTON O. COCKEY, JR.  
JODI L. CORRIGAN  
PAMELA COTHMAN  
ROBERT M. DAISLEY  
KIRK S. DAVIS  
KENNETH A. DIAMOND  
PETER D. DORAGH  
GREGORY W. DWORZANOWSKI  
JOSEPH D. EDWARDS  
BRUCE G. FEDOR  
W. KEITH FENDRICK  
THOMAS B. GARLICK  
DAVID A. GOLDBSTEIN  
D. LOCKWOOD GRAY  
CHRISTOPHER L. GRIFFIN  
C. DAVID HARPER  
MARK S. HOWARD  
MICHELE R. HUDSICK  
BARBARA HARDY HUNT  
LAWRENCE P. INGRAM  
DAVID S. JOHNSON

SUITE 2100  
ONE TAMPA CITY CENTER  
POST OFFICE BOX 3433  
TAMPA, FLORIDA 33601  
TELEPHONE: (813) 229-3321  
FACSIMILE: (813) 223-9067  
AVAILABLE FOR CONSULTATION  
KAROL VOLLHARDT & PARTNER  
KURFÜRSTENDAMM 36  
D-10719 BERLIN  
GERMANY  
OII-49-30-885-7710  
FAX OII-49-30-881-1308

March 11, 1997

GARY W. JOHNSON  
LORIE SMITH JOHNSON  
STEPHEN L. KUSSEN  
DAVID L. LAPIDES  
THOMAS M. LITTLE  
ANDREW R. MCCUMBER  
ROBERT D. MCLEAN  
MARION PORTER MATHIASON  
STEPHEN J. MITCHELL  
SEAN P. MURPHY  
LEE E. NELSON  
C. PERRY PEEPLES  
CLAUDIUS H. PRITCHARD, II  
JOHN H. RAINS, III  
BENJAMIN P. REESE, II  
FRED S. RIDLEY  
ROBERT L. ROCKE  
THOMAS J. ROEHN  
JOSEPH W.N. RUOG  
STEVEN M. SAMANA  
OLIN G. SHIVERS  
DEBRA K. SMETANSKI  
STEPHEN J. SZABO, III  
RANDOLPH J. WOLFE

FREDERICK B. KARL  
OF COUNSEL

**PERSONAL & CONFIDENTIAL**

Mrs. Beverly Harms  
c/o Communications Equity Associates  
101 E. Kennedy Blvd., Suite 3300  
Tampa, Florida 33602

Dear Beverly:

As we feared, the State of Florida rejected our request for a reconsideration on the filing fee issue. As indicated to you previously, we generally find that they are quite inflexible which obviously results from the fact that the taxpayer usually cannot afford to fight their position.

We would be happy to contest their interpretation, but I fear that the cost would exceed the amount in issue. Let me know if you would like for us to take any further action in connection with this issue.

It is my understanding that Bob will be filing the gift tax return. Please send me a copy for our files when that is completed.

Sincerely,

*U.14*

Michael D. Annis

MDA:ak

3477-001-400613



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A  
FLORIDA LIMITED PARTNERSHIP**

The undersigned general partners of FOREBE Investments, Ltd., a  
Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,  
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 1,515,151.<sup>50</sup>

This 24<sup>th</sup> day of October, 19 96.

**FURTHER AFFLANT SAYETH NOT.**

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

General Partner(s)

Beryl A. Warner  
Signed & dated: 3/12/97

FILED  
97 MAR 24 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FEES:**

\$7 per \$1,000 based on the additional contributions  
(Minimum \$52.50 - Maximum \$1,750.00)

DHSE20(3/95)