

and restated
**AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
FOR
SARASOTA ONE, LTD**

The undersigned, JAMES SOPER, as the named and designated managing general partner for SARASOTA ONE, LTD., a limited partnership to be created under the laws of the State of Florida, does hereby make and submit this Certificate of Limited Partnership, pursuant to Florida Statute 620.109

1. Name. The name of the Limited Partnership shall be SARASOTA ONE, LTD.

2. Purpose. The business purpose of the Limited Partnership shall be to purchase, acquire, hold and improve certain land located at 3253 Fruitville Road in Sarasota, Florida.

3. Registered Office. The office address of the Limited Partnership's principal place of business is stated below:

Business Address: 8441 Merrill Circle
Largo, FL 34777

4. Registered Agent. The name and address of the registered agent of the Limited Partnership is stated below:

Name: James Soper
Address: 8441 Merrill Circle
Largo, FL 34777

5. General Partners. The names and businesses addresses of the general partners are stated below:

GENERAL PARTNERS:

ADDRESS:

JAMES SOPER

8441 Merrill Circle
Largo, FL 34777

EDWIN D. TAYLOR, II

1210 Pine Lake Drive
Venice, FL 34292

6. Mailing Address. The mailing address for the Limited Partnership is stated below:

FILED
98 JUN 18 PM 6:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A9700002058

LAW OFFICES
OF
Bacon, Bacon, Johnson & Goddard, P.A.
an Association of Professional Associations

POST OFFICE BOX 13576
2959 FIRST AVENUE NORTH
ST. PETERSBURG, FLORIDA 33738-8576

BACON & BACON, P.A.
ADRIAN S. BACON, of counsel
DAVID A. BACON
DALE A. JOHNSON, P.A.
FRANK W. GODDARD, P.A.

TELEPHONE 813-327-3935
FACSIMILE 813-323-4936

June 15, 1998

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

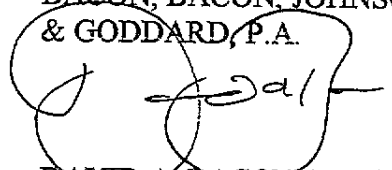
IN RE: Amended Certificate of Limited Partnership
Sarasota One, Ltd.

To whom it shall concern:

I am enclosing herewith an Amended Certificate of Limited Partnership together with ~~one check~~ in the amount of \$52.50 for filing. The Amendment does not change the total amount of initial contribution, which remains the same at \$1,200,000.00.

Please return a proof of filing to this office. Should you have any questions regarding the above, please call. Thank you for your attention to the foregoing. I am

Yours very truly,
BACON, BACON, JOHNSON
& GODDARD, P.A.



DAVID A. BACON, Esquire
DAB\jlc
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A97-2058

| | |
|-------------------|-------|
| Name | ALB-A |
| Availability | |
| Document Examiner | |
| Updater | |
| Updater Verifier | |
| Acknowledgment | |
| W. P. Verifier | |

Mailing Address: 8441 Merrill Circle
Largo, FL 34777

7. Term. The Limited Partnership shall lawfully exist and do business for a term which shall end and terminate on or before December 31, 2007.

8. Initial Capital Contributions of Limited Partners. An Affidavit declaring the amount of capital contributions of the Limited Partners is attached hereto as Exhibit "A".

9. Subsequent Contributions of Limited Partners. Each Limited Partner shall be obligated to make only the capital contribution which is stated upon the Affidavit which is attached hereto as Exhibit "A", and no Limited Partner shall be obligated to make any additional capital contributions.

10. Profit Share of Partners. The share of the profits which each partner shall receive by reason of his/her contribution is:

| | |
|--|----------------|
| <u>GENERAL PARTNER</u> | <u>PERCENT</u> |
| JAMES SOPER | 13.75% |
| EDWARD TAYLOR | 11.25% |
| <u>LIMITED PARTNER</u> | <u>PERCENT</u> |
| JAMES SOPER | 22.5% |
| EDWIN D. TAYLOR, II | 12.5% |
| SCOTT PINKERTON and JULIE C. PINKERTON, as Trustees | 6.25% |
| SOUTHBY PARTNERSHIP, LTD. | 6.25% |
| NATIONAL MARKETING STRATEGIES, INC. | 6.25% |
| BARRY EUGENE WRIGHT | 15.00% |
| PRATAS, INC. | 6.25% |

EXECUTED by James Soper this 29th day of May, 1998.


JAMES SOPER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

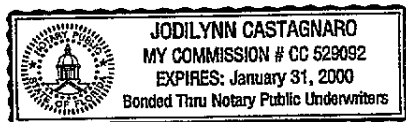
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared JAMES SOPER to me well known or who have produced his driver's license as identification, and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 29th day of May, 1998.

My Commission Expires:

Notary Public



EXECUTED by Edwin D. Taylor, II this 29th day of May, 1998.

EDWIN D. TAYLOR, II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

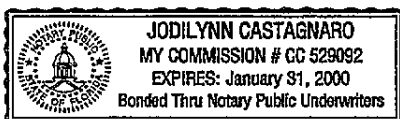
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared EDWIN D. TAYLOR, II to me well known or who have produced his driver's license as identification, and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 29th day of May, 1998.

My Commission Expires:

Notary Public



AFFIDAVIT

COUNTY OF PINELLAS STATE OF FLORIDA

BEFORE ME the undersigned authority duly authorized to administer oaths and take acknowledgments personally appeared JAMES SOPER, who after being by me first duly sworn deposes and stated as follows:

1. The undersigned is the named and designated general partner for Sarasota One, Ltd., a proposed Limited Partnership to be created under the laws of the State of Florida.
2. The undersigned has personal knowledge of the Partnership Agreement for Sarasota One, Ltd., and all terms and provisions stated therein.
3. Under the terms and provisions of the Partnership Agreement for Sarasota One, Ltd., a proposed Limited Partnership, the Limited Partners shall be obligated to make only the capital contributions stated below:

| | |
|---------------------------|--------------|
| SCOTT PINKERTON | \$100,000.00 |
| DOUG OLSON | \$100,000.00 |
| NATIONAL STRATEGIES, INC. | \$100,000.00 |
| BARRY EUGENE WRIGHT | \$240,000.00 |
| PRATAS, INC. | \$100,000.00 |
| EDWIN D. TAYLOR | \$200,000.00 |
| LNM, INC. | \$360,000.00 |

EXECUTED this 29th day of May, 1998.

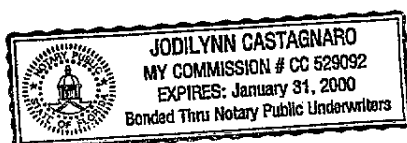

JAMES SOPER

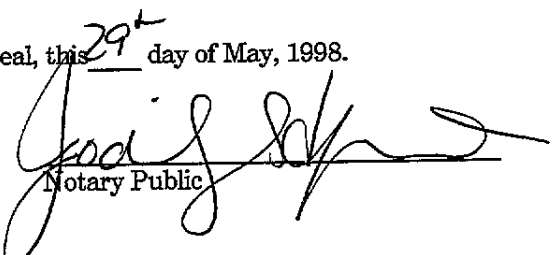
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared JAMES SOPER to me well known or who have produced his driver's license as identification, and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 29th day of May, 1998.

My Commission Expires:




Notary Public

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