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GOLD & RESNICK, P.A.

AARON J. GOLD
EDDY R. RESNICK
MICHAEL E. BOUTZOUKAS

ATTORNEYS AT LAW
704 WEST BAY STREET
TAMPA, FLORIDA 33606

TELEPHONE (813) 254-2071
FACSIMILE (813) 251-0616

September 24, 1997

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

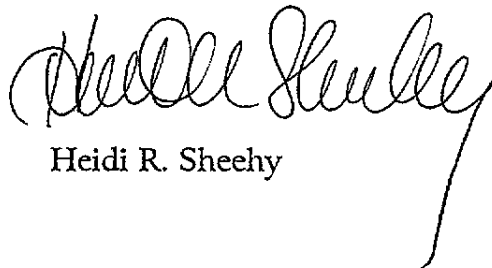
RE: Certificate of Limited Partnership
L & S Bauer Enterprises, Ltd.
Our File No. 3120

900002305859--8
-09/29/97--01079--001
***1837.50 ***1837.50

Dear Sir/Madam:

Enclosed for filing please find the original Certificate of Limited Partnership of L & S Bauer Enterprises, Ltd. and the original Affidavit of General Partners. I have also enclosed our firm check in the amount of \$1,837.50 as and for your fee (\$1,750.00 maximum filing fee based upon contribution, \$52.50 for a certified copy of the Certificate and \$35.00 for the designation of a registered agent). Please return a certified copy of the Certificate of Limited Partnership to our office. Thank you in advance for your cooperation in this matter.

Sincerely yours,



Heidi R. Sheehy

FILED
97 OCT -8 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	9/30/97
Availability	Dec
Enclosures	
Document Examiner	DCC
Updater	non
Relater	
Reliver	DCC
Relo. Statement	DCC
Rel. Verifier	DCC

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\$2,960,000.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1997

HEIDI R. SHEEHY
GOLD & RESNICK, P.A.
704 WEST BAY STREET
TAMPA, FL 33606

SUBJECT: L & S BAUER ENTERPRISES, LTD.
Ref. Number: W97000022326

We have received your document for L & S BAUER ENTERPRISES, LTD. and your check(s) totaling \$1837.50. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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 (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 497A00048127

**CERTIFICATE OF LIMITED PARTNERSHIP
OF L & S BAUER ENTERPRISES, LTD.**

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

1. **NAME.** The name of this limited partnership shall be: "L & S BAUER ENTERPRISES, 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: Leslie I. Bauer, 619 Riverhills Drive, Temple Terrace, Florida 33617.

3. **GENERAL PARTNER.** The name and business address of the general partner is: Les-San, Inc., 619 Riverhills Drive, Temple Terrace, Florida 33617.

4. **MAILING ADDRESS.** The principal office and mailing address of the limited partnership is: L & S Bauer Enterprises, Ltd., 619 Riverhills Drive, Temple Terrace, Florida 33617.

5. **TERMINATION DATE.** The latest date upon which the limited partnership is to dissolve is December 31, 2047.

Dated this 22 day of September, 1997.

LES-SAN, INC., General Partner

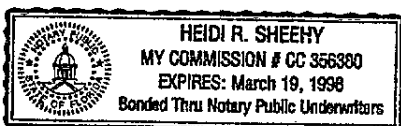
By: [Signature]
LESLIE I. BAUER, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared LESLIE I. BAUER, as President of LES-SAN, INC., personally known to me and known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same as his free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of September, 1997.

(SEAL)



[Signature]
Signature of Notary

Heidi R. Sheehy
Name of Notary

CC 356380
Serial Number, if any

FILED
97 OCT -8 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared LESLIE I. BAUER, as President of LES-SAN, INC., known to me to be the general partner of L & S BAUER ENTERPRISES, 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 their percentage (forty-nine percent {49%} each) of ownership of real property with a total approximate value of Two Million Dollars (\$2,000,000.00) broken down as follows:

Leslie I. Bauer	\$ 980,000.00
Sandra E. Bauer	\$ 980,000.00

2. It is anticipated that the limited partners listed below will make capital contributions in the future in the following amounts:

Leslie I. Bauer	\$ 500,000.00
Sandra E. Bauer	\$ 500,000.00

Dated this 22 day of September, 1997.

LES-SAN, INC., General Partner

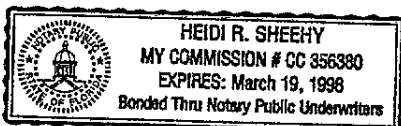
By: [Signature]
LESLIE I. BAUER, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared LESLIE I. BAUER, as President of LES-SAN, INC., personally known to me and known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same as his free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of September, 1997.

(SEAL)



[Signature]
Signature of Notary

Heidi R. Sheehy
Name of Notary

CC 356380
Serial Number, if any

FILED
97 OCT -8 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

That **L & S BAUER ENTERPRISES, LTD.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Certificate of Limited Partnership at the City of Temple Terrace, County of Hillsborough, and State of Florida, has named **LESLIE I. BAUER**, located at 619 Riverhills Drive, Temple Terrace, Florida 33617, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Limited Partnership at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



LESLIE I. BAUER
Registered Agent

FILED
OCT -8 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA