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JOSEPH C. SKALSKI
ATTORNEY AT LAW
500 W. 40TH AVENUE NORTH
SUITE 214
CLEARWATER, FL 34622

(813)536-5001

(813)536-4174

October 10, 1997

State of Florida
Department of State
Limited Partnership Division
P.O. Box 6327
Tallahassee, FL 32314

200002316992--1
-10/10/97--01010--001
***1837.50 ***1785.00

RE: George C. Clark Investments, LTD

200002316992--1
-10/10/97--01010--001
***1837.50 ***1837.50

Dear Sir or Madam:

Enclosed please find two original copies of the Certificate of Limited Partnership, Acceptance of Appointment as Registered Agent, and Affidavit of Capital Contributions for the above-referenced entity and our client's check in the amount of \$1,837.50 to cover the following:

✓	Filing Fee	\$1,750.00
✓	Certified Copy Fee	52.50
✓	Registered Agent Fee	35.00

CM

We would appreciate your filing the Certificate, certifying same and returning it to us.

Sincerely yours,

Joseph C. Skalski
Joseph C. Skalski, Esquire

JCS/pz

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, the undersigned authority, personally appeared **GEORGE C. CLARK, President** of **GEORGE C. CLARK ENTERPRISES, INC.**, the sole general partner of **GEORGE C. CLARK INVESTMENTS, LTD.** (the "Partnership"), who, upon being duly sworn, certified as follows:

- 1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Five Million Five Hundred Thousand and No/100 (\$5,500,000) Dollars.
- 2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

**STATE OF FLORIDA
COUNTY OF PINELLAS**

George C. Clark

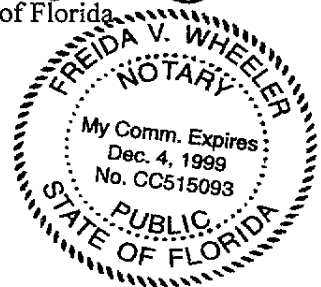
GEORGE C. CLARK, Applicant

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TALLAHASSEE, FLORIDA

Sworn to (or affirmed) and subscribed before me this 6th day of October, 1997, by **GEORGE C. CLARK**, who is personally known to me or who has produced a valid driver's license as identification and who did (did not) take an oath.

Freida V. Wheeler

NOTARY PUBLIC, State of Florida
My Commission Expires:



Joseph C. Skalski, Esquire
4500 - 140th Ave. N., Ste. 214
Clearwater, FL 33762
(813) 536-5001
FL BAR NO: 0802085

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for **GEORGE C. CLARK INVESTMENTS, LTD.**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

George C. Clark
GEORGE C. CLARK

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