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MORRIS SILBERMAN

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October 29, 1997

VIA FEDERAL EXPRESS

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Re: HR Starkey Limited

Dear Sir/Madam:

Enclosed, for filing, please find the Certificate of Limited Partnership, Acceptance of Designation of Registered Agent, and Affidavit of Capital Contributions as to the above limited partnership. Also enclosed is this firm's check in the amount of \$87.50 for your filing fee and registered agent fee.

Please return the confirmation of this filing to the undersigned. If there are any questions, please do not hesitate to contact us.

Very truly yours,


Morris Silberman

MS/ar
Enclosures
cc: Rogers K. Haydon, Jr. (w/o enclosures)

A97-2397

Name Availability	OK 11-13
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

CERTIFICATE OF LIMITED PARTNERSHIP OF HR STARKEY LIMITED

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is HR Starkey Limited.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Rogers K. Haydon, Jr., 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

4. **General Partner.** The name and business address of each General Partner in the Limited Partnership is as follows:

HR Bayside Office, Inc. *897-77549*
15201 Roosevelt Blvd., Suite 112
Clearwater, Florida 33760

5. **Address of Partnership.** The mailing address of the Limited Partnership is 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2047.

Dated: October 28, 1997
Clearwater, Florida

HR Bayside Office, Inc.
as General Partner

by: *[Signature]*

Rogers K Haydon, Jr.
its President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

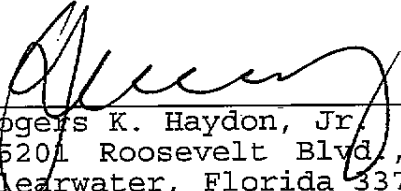
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Rogers K. Haydon, Jr., having been named as Registered Agent and to accept service of process for HR Starkey Limited, at the place designated in its Certificate of Limited Partnership, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 28th day of October, 1997.



Rogers K. Haydon, Jr.
15201 Roosevelt Blvd., Suite 112,
Clearwater, Florida 33760

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who are all the General Partners of HR Starkey Limited, declare that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The amount of the capital contributions of the limited partners, including cash and the value of other contributions is ONE HUNDRED Dollars (\$#100.00).

2. No additional capital contributions from the limited partners are presently anticipated; however the limited partners may be required to make additional capital contributions in accordance with the terms of the Limited Partnership Agreement.

Dated: October 28th, 1997
Clearwater, Florida

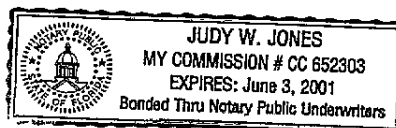
HR Bayside Office, Inc.
as General Partner

by: [Signature]
Rogers K. Haydon, Jr.,
its President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28th day of October, 1997, Rogers K. Haydon, Jr., as President of HR Bayside Office, Inc., who is personally known to me or who has produced the following form of identification: _____ and who did take an oath.

Judy W. Jones
NOTARY PUBLIC-STATE OF FLORIDA
Stamp or print:
Notary name:
Commission Number:
Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA