

MORRIS SILBERMAN, P. A.

**A97000002398**

MORRIS SILBERMAN

ATTORNEY AT LAW  
JAMES H. HARRISON EXECUTIVE CENTER  
230 W. GAYLE AVENUE, SOUTH  
CLEARWATER, FLORIDA 34616

TELEPHONE  
(813) 461-4277  
FACSIMILE  
(813) 461-7678

October 29, 1997

VIA FEDERAL EXPRESS

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

700002333847--1  
-10/30/97--01055--008  
\*\*\*\*329.00 \*\*\*\*329.00

Re: PS One 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 \$329.00 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)

**A97-2398**

Name	RL 113
Availability	
Document Examiner	RL
Updater	RL
Updater Verifier	RL
Acknowledgment	RL
W. P. Verifier	RL

**CERTIFICATE OF LIMITED PARTNERSHIP OF PS ONE 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 PS One 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 Partners.** The name and business address of each General Partner in the Limited Partnership is as follows:

Haydon Associates, Inc. *199-56374*  
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, 2046.

Dated: October *28*, 1997  
Clearwater, Florida

Haydon Associates, Inc  
as General Partner

by: *[Signature]*

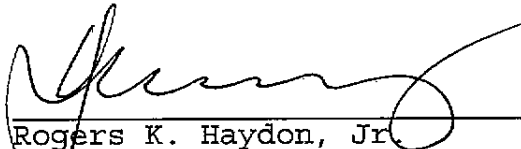
Rogers K Haydon,  
its Vice President

FILED  
97 OCT 30 PM 2:30  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Rogers K. Haydon, Jr., having been named as Registered Agent and to accept service of process for PS One 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 PS One Limited, declare that the capital contributions of all of the Limited Partners in the Partnership are as follows:

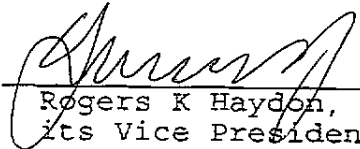
1. The amount of the capital contributions of the limited partners, including cash and the value of other contributions, is Forty-Two Thousand Dollars (\$42,000.00).

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

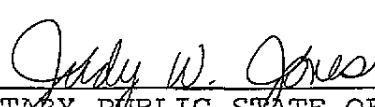
Haydon Associates, Inc  
as General Partner

by:

  
Rogers K Haydon, Jr.,  
its Vice 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 Vice President of Haydon Associates, Inc., who is personally known to me or who has produced the following form of identification: \_\_\_\_\_ and who did take an oath.

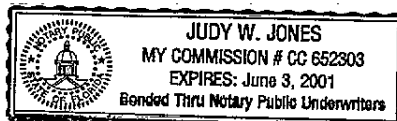
  
NOTARY PUBLIC-STATE OF FLORIDA

Stamp or print:

Notary name:

Commission Number:

Commission Expires:



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97 OCT 30 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA