



THE UNITED STATES
CORPORATION
COMPANY

A97000002543

ACCOUNT NO. : 072100000032

REFERENCE : 611229 4343687

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 24, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 611229-005

CUSTOMER NO: 4343687

CUSTOMER: Alan S. Gassman, Esq
GASSMAN & CONETTA, P.A.

Suite 102
1245 Court Street
Clearwater, FL 33756

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-11/24/97--01056--009
*****87.50 *****87.50

DOMESTIC FILING

NAME: LENHARDT FAMILY LIMITED
PARTNERSHIP II

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
97 NOV 24 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 NOV 24 AM 11:26
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
LENHARDT FAMILY LIMITED PARTNERSHIP II**

FILED
97 NOV 21 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, desiring to form a Limited Partnership under the Florida Revised Uniform Limited Partnership Act, hereby certify as follows:

- FIRST:** The name of the Limited Partnership is LENHARDT FAMILY LIMITED PARTNERSHIP II
- SECOND:** The address of the office of the Partnership where the records will be maintained is 1474 Jordan Hills Court, Clearwater, FL 34616.
- THIRD:** The name and address of the agent for service of process is ALAN S. GASSMAN, 1245 Court Street, Suite 102, Clearwater, Florida 33756.
- FOURTH:** The names, business address and mailing address of each General Partner are as follows:

MAGNOLIA GOLF ENTERPRISE CORPORATION
1474 Jordan Hills Court
Clearwater, FL 34616 L19741

- FIFTH:** The mailing address of the Limited Partnership is 1474 Jordan Hills Court, Clearwater, FL 34616. The mailing address and the principal place of business address are the same.
- SIXTH:** The latest date on which the Limited Partnership is to dissolve is November 21, 2025.

WE, the undersigned General Partners, declare under penalties of perjury that we have examined the foregoing and it is true, correct and complete.

DATED this 21st day of November, 1997.



ALAN S. GASSMAN
Its: Assistant Secretary
"General Partner"

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
97 NOV 24 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as an Officer of Magnolia Golf Enterprise Corporation, a Florida Corporation, which is the General Partner of LENHARDT FAMILY LIMITED PARTNERSHIP II, a Florida Limited Partnership being formed pursuant to Florida Statute § 620.108, does hereby, under penalty of perjury and to the best of the undersigned's knowledge and belief, declare as follows:

The amount of capital contribution of the Limited Partners and the amount anticipated to be contributed by the Limited Partners with respect to the Partnership is \$100.00.

FURTHER, Affiant sayeth not.

DATED this 21st day of November, 1997.



ALAN S. GASSMAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared ALAN S. GASSMAN, acting as an Officer of Magnolia Golf Enterprise Corporation, who expressed that he executed the foregoing Affidavit for the purposes therein expressed.

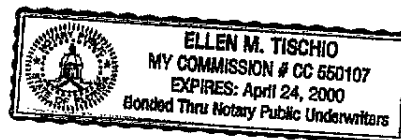
WITNESS my official hand and seal this 21st day of November, 1997.



Notary Public

My Commission Expires:

J:\LENHARDT\PARTNERS.I\AFFIDAVI
:emt 11/21/97



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and this Certificate of Limited Partnership, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

ALAN S. GASSMAN, ESQUIRE
1245 Court Street
Suite 102
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.


_____(SEAL)
ALAN S. GASSMAN, ESQUIRE

FILED
97 NOV 24 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA