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FROM HILL, WARD & HENDERSON

(MON 11/24/97 14:20/03 14:18/N. 420020120 P

11/24/97

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FROM: HILL, WARD & HENDERSON, P.A. II  
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NAME: TOWER OAKS LIMITED PARTNERSHIP

AUDIT NUMBER.....H97000019535

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

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Pages: 6  
Chart No: 2879-1.

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TOWER OAKS LIMITED PARTNERSHIP**

The undersigned parties, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, do hereby certify and swear as follows:

I. Name. The name of the partnership shall be:

**TOWER OAKS LIMITED PARTNERSHIP**

II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:

Jonathan P. Jennewein  
101 East Kennedy Boulevard  
Suite 3700  
Tampa FL 33602

III. General Partner. The name and address of the general partners of the limited partnership are as follows:

Conprop of Tampa, Inc.  
2507 West Shell Point Road  
Tampa, Florida 33611

P95-22389

Lead Corporation  
1220 Roxmere Road  
Tampa, Florida 33629

P97-95565

IV. Location of Principal Place of Business and Mailing Address. The limited partnership's principal place of business and mailing address shall be:

c/o Shoptaw-James, Inc.  
100 South Ashley Street  
Suite 1270  
Tampa, Florida 33602

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Prepared by: Jonathan P. Jennewein  
Post Office Box 2231  
Tampa FL 33601-2231  
Florida Bar # 939005  
(813) 221-3900

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(MON) 11. 24' 97 14:20/ST. 14:18/NO. 4260294120 P 3

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V. **Term.** The term for which the limited partnership is to exist will be from the date of the filing of this Certificate of Limited Partnership until dissolution, which shall be:

- (a) on December 31, 2027;
- (b) the sale, abandonment or disposal by the limited partnership of all or substantially all of its assets;
- (c) the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom;
- (d) any event of dissolution or termination as described in the Tower Oaks Limited Partnership Agreement;
- (e) the determination by the General Partner to dissolve the Partnership.

IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 24<sup>th</sup> day of November, 1997.

CONPROP OF TAMPA, INC.,  
a Florida corporation

By: Thomas E. Johnson  
Thomas E. Johnson, President

LEAD CORPORATION, a Florida  
corporation

By: Donald A. Jennewein  
Donald A. Jennewein, President

"General Partners"

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**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process for the above stated limited partnership I hereby accept appointment as its 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.

  
Jonathan P. Jennewein

Date: 11/24/97

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE THE UNDERSIGNED, personally appeared Thomas E. Johnson, in his capacity as President of Conprop of Tampa, Inc., and Donald A. Jennewein, in his capacity as President of Lead Corporation, as all of the general partners of Tower Oaks Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

The amount of capital contributions to date of the limited partners of the Partnership is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

Under penalty of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

DATED this 24<sup>th</sup> day of November, 1997.

FURTHER AFFIANT SAYETH NOT.

Conprop of Tampa, Inc., a Florida corporation,  
General Partner

By: Thomas E. Johnson  
Thomas E. Johnson, President

Lead Corporation, a Florida corporation  
General Partner

By: Donald A. Jennewein  
Donald A. Jennewein, President

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STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this November 24, 1997, by Thomas E. Johnson, president of Conprop of Tampa, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.



Mary A. Kerkondis  
Notary Public  
My Commission Expires:  
Commission Number:

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this November 24, 1997, by Donald A. Jennewein, president of Lead Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.



Mary A. Kerkondis  
Notary Public  
My Commission Expires:  
Commission Number:

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