

DEC 10 1997 2:21 PM

HARLLEE PORGES ET AL

No. 8244

A97000002675

12/10/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

2:21

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL05

CORPORATE NAME: POCKET CHANGE SOUTHEAST, LTD.

SUB-ACCOUNT NUMBER:

METHOD OF DELIVERY: F

FAX PHONE NUMBER: (941)746-4160

MAILING NAME/ADDRESS: HARLLEE, PORGES, HAMLIN, KNOWLES, BALD & PROUTY,
1205 MANATEE AVE W
BRADENTON

97 DEC 10 PM 4:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FL 34200-0000 US

CERTIFICATE(S) REQUESTED: NO

ESTIMATED CHARGES: \$87.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

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DIVISION OF CORPORATIONS

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:22

((H97000020344 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: HARLLEE, PORGES, HAMLIN, KNOWLES, BALD & PRO

ACCT#: 076077002227

CONTACT: TOM PUTNAM

PHONE: (941)748-3770

FAX #: (941)746-4160

NAME: POCKET CHANGE SOUTHEAST, LTD.

AUDIT NUMBER.....H97000020344

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

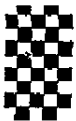
CERT. OF STATUS..0

CERT. COPIES.....0

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PAGES	3
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W. P. Vail	[Signature]



Dec. 10. 1997 3:47PM HARLLEE PORGES ET AL

No. 8267 P. 2/6



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 10, 1997

TOM PUTNAM
HARLLEE, PORGES HAMLIN KNOWLES

SUBJECT: POCKET CHANGE SOUTHEAST, LTD.
REF: W97000027631

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

On the affidavit you have listed the partnership is not expected to exceed 2,000,000.00. The 2,000,000.00 will be listed on our records if you go above that amount a supplemental affidavit must be submitted to our office to change our records on the capital contributions.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H97000020344
Letter Number: 197A00058261

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97 DEC 10 PM 4:28
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF POCKET CHANGE SOUTHEAST, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

THIS CERTIFICATE is made in compliance with Section 620.108, Florida Statutes, this _____ day of December, 1997, by PCSE, INC., a Florida corporation, to evidence the formation of POCKET CHANGE SOUTHEAST, LTD., a Florida limited partnership.

1. NAME: The firm name and style under which the partnership is to be conducted shall be POCKET CHANGE SOUTHEAST, LTD.

2. PLACE OF BUSINESS ADDRESS: The principal place of business of the Limited Partnership shall be located at:

POCKET CHANGE SOUTHEAST, LTD.
ATTN: PCSE, INC., General Partner
1233 Appleton Road
Menasha, Wisconsin 54952

3. MAILING ADDRESS OF THE LIMITED PARTNERSHIP: The mailing address of the Limited Partnership shall be:

POCKET CHANGE SOUTHEAST, LTD.
ATTN: PCSE, INC., General Partner
1233 Appleton Road
Menasha, Wisconsin 54952

4. GENERAL PARTNER ADDRESS: The name and business address of the General Partners are as follows:

PCSE, INC.
1233 Appleton Road
Menasha, Wisconsin 54952

897-183207

5. REGISTERED AGENT: The name and address of the Registered Agent is as follows:

TIMOTHY A. KNOWLES,
c/o Harllee, Porges, Hamlin, Knowles, Bald & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205

Prepared by:
Timothy A. Knowles
1205 Manatee Avenue West
Bradenton, Florida 34205
(941) 748-3770
Fla. Bar No. 348181

AUDIT NUMBER: H97000020344

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUDIT NUMBER: H97000020344

6. **LATEST DATE OF DISSOLUTION:** The latest date upon which the Limited Partnership is to be dissolved is December 31, 2047.

Executed by the General Partners previously named herein on the dates set forth below.

PCSE, INC., General Partner

Date: 12/8/97

By: Eric J. Jacobson
Eric J. Jacobson, President

FILED
97 DEC 10 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF WISCONSIN
COUNTY OF Winnebago

Sworn to and subscribed before me this 8th day of December, 1997 by Eric J. Jacobson as President of PCSE, Inc., a Florida corporation for and on behalf of the corporation..

James F. Friess
Notary Public

Personally known
or Produced Identification

Type of Identification Produced _____

REGISTERED AGENT:

I, Timothy A. Knowles, accept the designation as REGISTERED AGENT for the Partnership on the day and year first above written.

Timothy A. Knowles
Timothy A. Knowles

POCKET CHANGE SOUTHEAST LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE the undersigned Notary Public, appeared PCSE, INC., a Florida corporation, constituting the sole General Partners of the POCKET CHANGE SOUTHEAST, LTD., a Florida Limited Partnership, who being duly sworn, did depose and say as follows:

1. The amount of capital contributions by the Limited Partners as of this date is \$100.00.
2. The total amount anticipated to be contributed by the Limited Partners during the existence of the Partnership is not expected to exceed \$2,000,000.00.
3. FURTHER AFFILIANTS SAYETH NOT

Under the penalties of perjury we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

PCSE, INC., General Partner

By:

Eric J. Jacobson
Eric J. Jacobson, President

FILED
DEC 10 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF WISCONSIN
COUNTY OF Winnebago

Sworn to and subscribed before me this 8th day of December, 1997 by Eric J. Jacobson as President of PCSE, Inc., a Florida corporation for and on behalf of the corporation.

Lauren G. Freier
Notary Public

Personally known
or Produced Identification

Type of Identification Produced