

A97000002738

HARRY A. JONES
ATTORNEY AT LAW

HARBOR TOWNE
11 A. MAX BREWER PARKWAY
TITUSVILLE, FLORIDA 32796

December 10, 1997

P.O. BOX 6447
TITUSVILLE, FLORIDA 32782-6447
(407) 264-0334
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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: Certificate of Limited Partnership
SHERIFF FAMILY PARTNERSHIP #2, LTD.

400002372244--6
-12/15/97-01078--006
***1785.00 ***1785.00

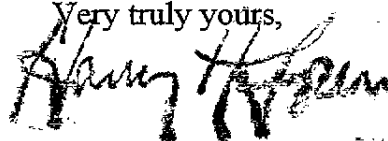
Dear Sir/Madam:

Enclosed find an original and one copy of Certificate of Limited Partnership, Affidavit of Partnership Capital Contribution and Certificate of Acceptance of Registered Agent for the above-captioned Partnership, together with check in the sum of \$1785.00 to cover your filing fees, including the Designation of Resident Agent.

Please stamp the copy of the Certificate with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Harry A. Jones

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Availability	HAI/re
Document	Enc.
Examiner	DCC
Editor	DCC
Reviewer	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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TC
\$ 375,000.00

CERTIFICATE OF LIMITED PARTNERSHIP OF
SHERIFF FAMILY PARTNERSHIP #2, LTD.

The undersigned desiring to form a limited partnership in accordance with the Florida Revised Uniform Limited Partnership Act (1986) and being duly sworn does certify as follows:

1. The name of the Partnership is SHERIFF FAMILY PARTNERSHIP #2, LTD.
2. The address of the office of the Partnership is 400 High Point Drive, Suite 500, Cocoa, FL 32926. The name and business address of the registered agent of the Partnership is: THOMAS A. VANI, 400 High Point Drive, Suite 500, Cocoa, FL 32926.
3. The name and business of each partner is as follows:

General Partner

S & S REAL ESTATE DEVELOPMENT, INC.
400 High Pont Drive, Suite 500
Cocoa, FL 32926

Limited Partner

F. A. SHERIFF, Trustee of the
F. A. SHERIFF TRUST u/a/d 2/25/97
400 High Point Drive, Suite 500
Cocoa, FL 32926

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. The mailing address of the Partnership is: 400 High Point Drive, Suite 500, Cocoa, FL 32926.

5, The Partnership's existence shall begin upon the issuance of a Certificate of Authority to do Business by the State of Florida and shall continue until January 1, 2034, unless earlier dissolved pursuant to the provisions of this Agreement of Limited Partnership of SHERIFF FAMILY PARTNERSHIP #2, LTD.

IN WITNESS WHEREOF, the undersigned executed this Certificate as the General Partner on the 12th day of December, 1997

Witnesses:

Michael J. [Signature]
Susan C. [Signature]

S & S REAL ESTATE DEVELOPMENT, INC.

By:

[Signature]
THOMAS A. VANI, President

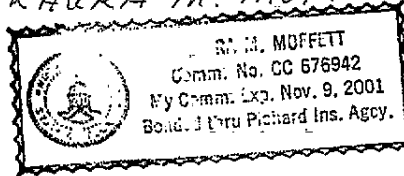
STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 12th day of December, 1997 by THOMAS A. VANI, President of S & S REAL ESTATE DEVELOPMENT, INC., who is personally known to me, and who did not take an oath.

Laura M. Moffett
Notary Public, State of Florida

My Commission Expires:

LAURA M. MOFFETT



CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

Pursuant to Section 48.061, Florida Statutes, I hereby accept the foregoing designation as registered agent of SHERIFF FAMILY PARTNERSHIP #2, LTD. for service of process within the State of Florida at 400 High Point Drive, Suite 500, Cocoa, FL 32926.

Dated December 12, 1997.


THOMAS A. VANI

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF PARTNERSHIP CAPITAL CONTRIBUTION

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned Notary Public in the State of Florida, personally appeared THOMAS A. VANI,, President of S & S REAL ESTATE DEVELOPMENT, INC.,who first being duly sworn, deposes and says:

1. That he is President of S & S REAL ESTATE DEVELOPMENT, INC., the General Partner of SHERIFF FAMILY PARTNERSHIP #2, LTD., and as such has full and complete knowledge as to the contents of this Affidavit.

2. That the total maximum amount of capital contributions of the Limited Partners of SHERIFF FAMILY PARTNERSHIP #2, LTD. shall be the sum of \$375,000. The Affiant further states that the anticipated total capital contribution of all Limited Partners shall be equal to but not more than \$375,000.

3. That this Affidavit is given pursuant to the provisions of Chapter 620, Florida Statutes, and under penalties of perjury.

IN WITNESS WHEREOF, the Affiant has set his hand and seal in Titusville, Brevard County, Florida, this 12th day of December, 1997.

S & S REAL ESTATE DEVELOPMENT, INC.

By: Thomas A. Vani

THOMAS A. VANI, President

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 12th day of December, 1997 by THOMAS A. VANI, President of S & S REAL ESTATE DEVELOPMENT, INC., who is personally known to me, and an oath was not taken.

Laura M. Moffett
Notary Public, State of Florida

My Commission Expires:

