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of Counsel

December 9, 1997

VIA CERTIFIED MAIL

No. Z 204 141 982

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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-12/12/97--01088--001
***1785.00 ***1785.00

RE: HILL FAMILY PARTNERSHIP, LTD.
Our File No: 91-240-1

Gentlemen:

Enclosed are the following documents to be filed in connection with the captioned:

1. Certificate of Limited Partnership
2. Affidavit of Capital Contribution
3. \$1,785.00 check payable to the Secretary of State for:
 \$ 1,750.00 - filing fee
 35.00 - registered agent

If you have any questions regarding this matter, please contact our office.

Very truly yours,

CAUTHEN & FELDMAN, P.A.


K. Wade Boyette, Jr.

KWB/jcg

Enclosures

cc: Mr. Lee H. Hill, Jr. (w/o encl.)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF
LIMITED PARTNERSHIP OF
HILL FAMILY PARTNERSHIP, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, constituting all of the general partners, hereby execute this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. **Name of Partnership.** The name of the Partnership shall be HILL FAMILY PARTNERSHIP, LTD.

2. **Address of Recordkeeping Office; Agent for Service of Process.** The records to be kept pursuant to Florida Statute Section 620.106, shall be located at 2602 South MacDill Avenue, Tampa, FL 33690, and the name of the Partnership's agent for service of process is LEE H. HILL, JR., and the address of the registered agent is 2602 MacDill Avenue, Tampa, FL 33690.

3. **Name and Business Address of the General Partners.**

(a) The name and address of the General Partners are:

<u>Name</u>	<u>Address</u>
LEE H. HILL, JR., Trustee of the Lee H. Hill, Jr. Revocable Family Trust, dated June 19, 1996	2611 Bayshore Blvd., #402 Tampa, FL 33609
DOROTHY S. HILL, Trustee of the Dorothy S. Hill Revocable Family Trust, dated June 19, 1996	2611 Bayshore Blvd., #402 Tampa, FL 33609
LEE H. HILL, III	4607 Ridgecliff Drive Brandon, FL 33511

4. **Mailing Address for the Limited Partnership.** The mailing address for the Limited Partnership shall be Post Office Box 14417, Tampa, FL 33609.

5. **Term.** The term for which the Partnership is to exist shall be from the filing of this Certificate in the Office of the Secretary of State of the State of Florida until the

31st day of December, 2047, unless sooner terminated in accordance with the Limited Partnership for HILL FAMILY PARTNERSHIP, LTD.

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.

DATED this 30 day of December, 1997.

Lee H. Hill, Jr.

LEE H. HILL, JR., Trustee of the Lee H. Hill, Jr. Revocable Family Trust, dated June 19, 1996
General Partner

Dorothy S. Hill

DOROTHY S. HILL, Trustee of the Dorothy S. Hill Revocable Family Trust, dated June 19, 1996
General Partner

Lee H. Hill, III

LEE H. HILL, III
General Partner

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Lee H. Hill, Jr.

LEE H. HILL, JR.

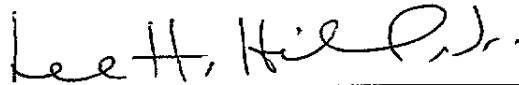
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the general partners of HILL FAMILY PARTNERSHIP, LTD., a Florida Limited Partnership, certify as follows:

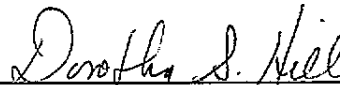
1. To date, the amount of capital contribution of the limited partners is \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$640,250.00.

DATED this 30 day of DECEMBER, 1997.

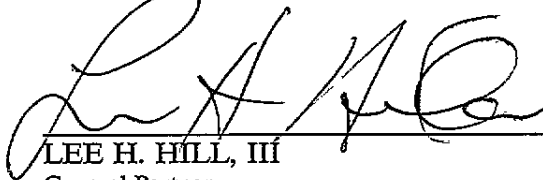
Under the penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.



LEE H. HILL, JR., Trustee of the Lee H. Hill, Jr. Revocable Family Trust, dated June 19, 1996
General Partner



DOROTHY S. HILL, Trustee of the Dorothy S. Hill Revocable Family Trust, dated June 19, 1996
General Partner



LEE H. HILL, III
General Partner

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TALLAHASSEE, FLORIDA