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SHEPARD, FILBURN & GOODBLATT, P.A.

ATTORNEYS & COUNSELORS AT LAW

December 9, 1997

Via Federal Express

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Setter Ridge Partners, Ltd.

200002368872--2
-12/10/97--01116--001
****233.75 ****233.75

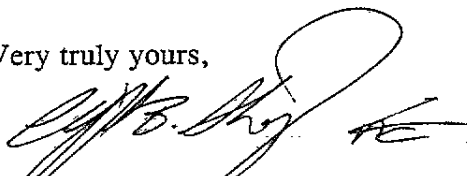
Dear Sir:

Enclosed for filing please find the following:

Certificate of Limited Partnership;
Affidavit of Capital Contribution of Elizabeth W. Harris as Limited Partner of
Setter Ridge Partners, Ltd.;
Check No. 5244 for \$233.75 for filing fee and Certificate of Status.

Please return a Certificate of Status to me once the documents have been filed. Thank
you for your courtesies in this matter.

Very truly yours,


Clifford B. Shepard, III

Name	12/15/97
Availability	dec
Document	CBS/bes
Examiner	Enclosures DCC
Notar	DOC
Notar	2
Adm. Lodgement	DCC
E:\OFFICE\WP\WINGABES\SETTER\SEC-STAT.LTR	
W. P. Verifier	DCC

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TC
\$100.00

W970000027924



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1997

CLIFFORD B. SHEPARD, III
SHEPARD FILBURN & GOODBLATT, P.A.
221 NORTHEAST IVANHOE BLVD., STE 205
ORLANDO, FL 32804

SUBJECT: SETTER RIDGE PARTNERS, LTD.
Ref. Number: W97000027924

We have received your document for SETTER RIDGE PARTNERS, LTD. and your check(s) totaling \$233.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 797A00058917

CERTIFICATE OF LIMITED PARTNERSHIP

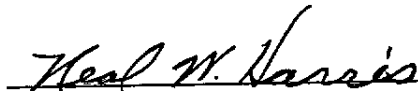
SETTER RIDGE PARTNERS, LTD.

Pursuant to the Revised Limited Partnership Act (1976), ch. 620, Florida Statutes, as amended, the limited partnership named below submits the following Certificate of Limited Partnership.

1. The name of the limited partnership is: SETTER RIDGE PARTNERS, LTD.
2. Name and address of Registered Agent for service of process: Clifford B. Shepard, III, Esq., 221 Northeast Ivanhoe Boulevard, Suite 205, Orlando, Florida 32804.
3. Name and business address of each general partner: Neal W. Harris, P.O. Box 921, Windermere, Florida 34786.
4. Business Address of Principal Office: 221 Northeast Ivanhoe Boulevard, Suite 205, Orlando, Florida 32804.
5. Latest date upon which business of limited partnership is to dissolve: December 31, 2096.
6. Affidavit declaring the amount of capital contributions of the limited partner(s) and amount anticipated to be contributed by the limited partners: Attached hereto and incorporated herein as Exhibit "A."

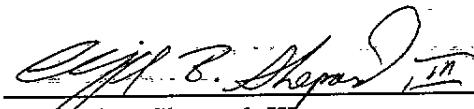
The execution of this Certificate of Limited Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 8 day of December, 1997.



NEAL W. HARRIS, as
General Partner

I hereby accept designation as Registered Agent for Service of Process:



Clifford B. Shepard, III
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 PM 2:35

**AFFIDAVIT OF ELIZABETH W. HARRIS,
as Limited Partner of
SETTER RIDGE PARTNERS, LTD.**

STATE OF FLORIDA

COUNTY OF Orange

BEFORE ME, the undersigned authority, personally appeared ELIZABETH W.

HARRIS, who, being first duly sworn on oath, deposes and says as follows:

1. My name is Elizabeth W. Harris, I am over the age of eighteen (18) years, and I make this affidavit from matters within my own personal knowledge.

2. I have personal knowledge about the transactions, facts, and circumstances set forth in this Affidavit.

3. I am a limited partner in the Florida limited partnership filed simultaneously herewith among the records of the Secretary of State of Florida as: SETTER RIDGE PARTNERS, LTD., and whose principal place of business and mailing address is 221 Northeast Ivanhoe Boulevard, Suite 205, Orlando, Florida 32804.

4. My capital contribution to the partnership is \$100. No further contribution is anticipated at this time.

FURTHER AFFIANT SAYETH NAUGHT.

SETTER RIDGE PARTNERS, LTD.

By:

Elizabeth W. Harris
Elizabeth W. Harris,
Limited Partner

The foregoing instrument was acknowledged before me this 8th day of December, 1997, by Elizabeth W. Harris, as Limited Partner of Setter Ridge Partners, Ltd.



CLIFFORD B. SHEPARD, III
My Commission CC526699
Expires Jan. 23, 2000

Clifford B. Shepard, III
NOTARY PUBLIC — STATE OF FLORIDA

Personally Known OR Produced Identification.

Type of Identification Produced: _____

EXHIBIT "A"