

Robert P. Renfrow  
James M. Chadwick

RENFROW & CHADWICK

Attorneys at Law

1307 Fourth Street North  
Suite 200  
St. Petersburg, FL 33716-2940  
Phone: (813) 576-0047  
Fax: (813) 579-0145

March 25, 1998

Attorney's Title Insurance Fund, Inc.  
660 East Jefferson Street, Suite 200  
Tallahassee, FL 32301

Attn: Barbara

RE: Corporate Services for Agent #10999, James M. Chadwick

Dear Barbara:

I must request *rush service* (i.e., a 24-hour turnaround) for the enclosed material. Your assistance is requested as follows:

1. **Big Kahuna Development Company** - this corporation is assigned document P97000027486. I need a Certificate of Good Standing for this corporation and have enclosed a check in the amount of \$8.75, payable to the Division of Corporations.
2. **Okeeheelee Apartments, Inc.** - please file the enclosed Articles of Incorporation and obtain a certified copy, as well as a Certificate of Good Standing for the corporation. I have enclosed an original and one copy of the Articles, and a check in the amount of \$131.25 payable to the State for the fees.
3. **Okeeheelee Apartment Partners, Ltd.** - please file the Certificate of Limited Partnership and Affidavit of Capital Contributions for the partnership. I will need a certified copy and a Certificate of Good Standing for the partnership. Enclosed is an original and one copy of the documents along with a check in the amount of \$148.75 to cover the fees.

Please fax these documents asap to my attention at (83) 579-0145 and then, return the originals to my attention via overnight service and bill our Federal Express account number 1148-8894-0. I understand that there may be additional fees for *rush service*, however, it is urgent that we have a 24-hour turnaround on this request.

Thank you for your assistance in this matter. Please phone if you have any questions.

Sincerely,

Virginia A. Reed  
Virginia A. Reed  
Administrative Assistant

/var

Return Via Federal Express Overnight  
PIL PSAP

700002469507-7  
-03/26/98-01076-026  
\*\*\*\*148.75 \*\*\*\*148.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 26 PM 3:46

4

RECEIVED  
98 MAR 26 PM 2:03  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 26 PM 3:46

# CERTIFICATE OF LIMITED PARTNERSHIP OF OKEEHHEELER APARTMENT PARTNERS, LTD.

## A Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is OKEEHHEELER APARTMENT PARTNERS, LTD., a Florida limited partnership.

2. The address of the office of the Partnership is 11300 Fourth Street North, Suite 200, St. Petersburg, Florida, 33716-2940.

3. The name and address of the agent for service of process on the Partnership is Okeehheel Apartments, Inc., 11300 Fourth Street North, Suite 200, St. Petersburg, Florida, 33716-2940.

4. The name and business address of the General Partners is as follows:

OKEEHHEELER APARTMENTS, INC.  
11300 Fourth Street North, Suite 200  
St. Petersburg, Florida, 33716-2940.

5. The mailing address of the Partnership is 1300 Fourth Street North, Suite 200, St. Petersburg Florida, 33716-2940.

6. The latest date upon which the Partnership shall dissolve is December 31, 2029.

7. The effective date of this Certificate of Limited Partnership shall be the date in which it is properly filed with the Secretary of State of Florida.

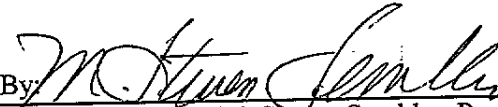
The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of OKEEHHEELER APARTMENT PARTNERS, LTD., this 25th day of March, 1998.

General Partner:

OKEEHHEELER APARTMENTS, INC.,  
a Florida corporation

By:

  
M. Steven Sembler, President

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 MAR 25 PM 3:14

pg 8000028376

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for OKEEHHEELER APARTMENT PARTNERS, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

*Registered Agent:*  
OKEEHHEELER APARTMENTS, INC.,  
a Florida corporation

By: M. Steven Sembler  
M. Steven Sembler, President

FILED  
CLERK OF STATE  
OF FLORIDA  
MAR 26 PM 3:46

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared M. STEVEN SEMBLER, an officer of the General Partner of OKEEHHEELER APARTMENT PARTNERS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners of the Partnership is as follows:

Okeehheelers Apartments, Inc.	\$10
M. Steven Sembler	\$640
James M. Chadwick	\$290
Bruce R. Keene, Jr.	\$30
Darian W. Johnson	\$20
Michael K. Gaskin	\$10

FILED  
SECRETARY OF CORPORATIONS  
DIVISION  
98 MAR 26 PM 3:46

2. The amount of anticipated additional capital contribution is zero.

FURTHER AFFIANT SAYETH NOT.

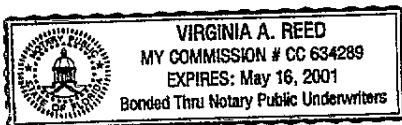
Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

General Partner:  
OKEEHHEELER APARTMENTS, INC.  
a Florida corporation

By: M. Steven Sembler  
M. Steven Sembler, President  
Date: March 25, 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to make acknowledgments in and for the State and County set forth above, personally appeared M. STEVEN SEMBLER, the President of OKEEHHEELER APARTMENTS, INC., a Florida corporation, as General Partner of OKEEHHEELER APARTMENT PARTNERS, LTD., a Florida limited partnership, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledge to me and before me that he executed this Affidavit as an officer of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25 day of March, 1998.



Virginia A. Reed  
Notary Public  
My commission expires: 05/16/2001