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March 26, 1998

Florida Department of State
409 East Gaines Street
Tallahassee, FL 32301

500002471235--3
-03/27/98-01098-002
***1837.50 ***1837.50

Re: ParSell, Ltd., a Florida Limited Partnership

Dear Sir:

Enclosed are the following documents for filing with regard to the above-named Limited Partnership with effective date of April 1, 1998:

1. Certificate of Limited Partnership of ParSell, Ltd.;
2. Designation of Registered Agent; and
3. Affidavit of Capital Contributions for ParSell, Ltd.

Also enclosed is our check to cover the following:

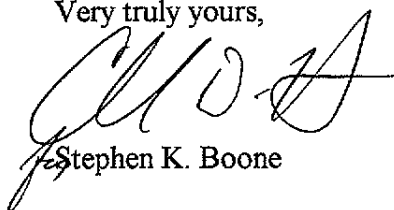
Fee for amount contributed by limited partners	\$1,750.00
Designation of Registered Agent	35.00
Certified copy (1)	52.50
Total	\$1,837.50

FILED
98 MAR 27 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The contact person for ParSell, Ltd. is Stephen K. Boone, Esq., whose address, telephone and FAX numbers appear on this letterhead. Please send the acknowledgment and certified copy to my attention at the address shown on this letterhead.

Name	Kind regards.
Availability	4/1/98 dec
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
enclosures	DCC
Acknowledgment	DCC
W. P. Verifier	DCC

Very truly yours,


Stephen K. Boone

TC
\$501,040.00

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CERTIFICATE OF LIMITED PARTNERSHIP

of ParSell, Ltd.

A Florida Limited Partnership

The undersigned General Partner, desiring to form a partnership, pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.101 et seq. of the Florida Statutes, hereby states:

1. The name of the Partnership is ParSell, Ltd.
2. The address of the office of the partnership and its mailing address is 245 S. Tamiami Trail, Venice, Florida, 34285
3. The name and place of residence of the sole general partner in the partnership are as follows:

Name

ParSell Development Corp.,
a Florida Corporation

Place of Business

245 S. Tamiami Trail, Venice, Florida, 34285

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4. The partnership shall exist for a term of 10 years. The time at which the partnership is to begin is the 1st day of April, 1998 and the time at which the partnership is to end is the 31st day of March 2008.

5. The name and address of the agent for service of process on the Partnership are Stephen K. Boone, Esq., 1001 Avenida Del Circo, Venice, Florida, 34284.

The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the forgoing information stated herein is true.

In witness whereof, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of ParSell, Ltd., this 10th day of March, 1998.

General Partner: ParSell Development, Corp.
A Florida Corporation.


W. Paul Moseley

By W. Paul Moseley
As its Vice President

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

Having been named as statutory registered agent for ParSell, Ltd, a Florida Limited Partnership, in the forgoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service or process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


REGISTERED AGENT


Stephen K. Boone, Esq.

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing Certificate of Limited Partnership was acknowledged before me this 10th day of March, 1998, by W. Paul Moseley, the Vice President of the General Partner of the Limited Partnership and who is personally known to me.

NOTARY PUBLIC

 MARGARET R. WILLIAMSON
COMMISSION # CC 526546
EXPIRES JAN 22, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.


Print MARGARET R. WILLIAMSON

(Seal)

My commission expires: 1/22/2000

98
MAR 27 AM 11:30

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

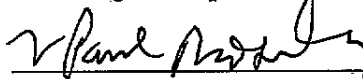
BEFORE ME the undersigned authority, personally appeared W. Paul Moseley, Vice President, of ParSell Development Corp., a Florida Corporation, the sole general partner of ParSell, Ltd., (the "Partnership") who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Five Hundred One Thousand Forty Dollars and No/100 (\$501,040.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under 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.

STATE OF FLORIDA
COUNTY OF SARASOTA

ParSell Development Corp., a Florida Corporation
As sole general partner of ParSell, Ltd.



By: W. Paul Moseley
As its: Vice President

Sworn to (or affirmed) and subscribed before me this 10th day of March, 1998, by Paul Moseley.



Notary Public

MARGARET R. WILLIAMSON

Print Name

Personally known ☒ OR Produced Identification of _____

(SEAL)

