



A98000000913

ACCOUNT NO. : 072100000032

REFERENCE : 778603 7116793

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 140.00

FILED
98 APR 13 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 13, 1998

ORDER TIME : 10:20 AM

ORDER NO. : 778603-005

CUSTOMER NO: 7116793

200002486342--3

CUSTOMER: Geoffrey T. Hodges, Esq
AGLIANO HODGES & WHITTEMORE,
P.A.
Park Tower, Suite 2630
400 North Tampa Street
Tampa, FL 33602

DOMESTIC FILING

NAME: AMERICAN WEALTH PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

(5)

98 APR 13 AM 11:22
DEPT. OF STATE DIVISION

BK
4/13/98

CERTIFICATE OF LIMITED PARTNERSHIP
OF
AMERICAN WEALTH PARTNERS, LTD.

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Florida Revised Uniform Limited Partnership Act. This Certificate is signed by the General Partners of the Limited Partnership and contains all statements required by §620.108, Fla. Stat.

ARTICLE I
NAME

The name of the limited partnership is American Wealth Partners, Ltd.

ARTICLE II
REGISTERED OFFICE AND AGENT

The address of the registered office and the name and address of the registered agent for service of process is: Geoffrey Todd Hodges, 400 North Tampa Street, Suite 2630, Tampa, Florida 33602. The registered agent is an individual resident of Florida whose business address is the same as the Partnership's registered office. The Partnership will maintain a business address at 2727 West Martin Luther King Boulevard, Suite 800, Tampa, FL 33607, at which it will maintain the records required to be maintained by §620.106, Florida Statutes.

ARTICLE III
GENERAL PARTNERS

The names and mailing and business addresses of the general partners of the partnership are as follows: Century Wealth, Inc., 2727 West Martin Luther King Boulevard, Suite 800, Tampa, FL 33607; and Living Wealth, Inc., 16046 Dawnview Drive, Tampa, FL 33624.

ARTICLE IV
MAILING ADDRESS

The mailing address of the Partnership is: 2727 West Martin Luther King Boulevard, Suite 800, Tampa, FL 33607.

ARTICLE V
DISSOLUTION DATE

The latest date upon which the limited partnership will dissolve is December 31, 2050.

FILED
APR 13 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L02170 m8976

EXECUTED THIS ^{March} 12TH DAY OF ~~JANUARY~~, 1998.

AMERICAN WEALTH PARTNERS, LTD.

By: CENTURY WEALTH, INC., a Florida
corporation as its General Partner

By: Luis Lontok
Luis Lontok, President

By: LIVING WEALTH, INC., a Florida corporation
as its General Partner

By: Richard Nusbaum
Richard Nusbaum, President

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of AMERICAN WEALTH PARTNERS, LTD., the undersigned accepts such an appointment, agrees to act in such capacity and is familiar with and accepts the obligations imposed by Florida Statutes Section 620.192 and is registered agent as designated by the Certificate of Limited Partnership of AMERICAN WEALTH PARTNERS, LTD.

Executed this 12th day of ^{March}~~January~~, 1998.



GEOFFREY TODD HODGES

FILED
98 APR 13 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

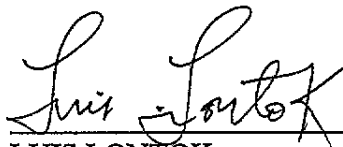
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH


Before me the undersigned authority, personally appeared Luis Lontok, President of Century Wealth, Inc., and Richard Nusbaum, President of Living Wealth, Inc., both of whom, after being duly sworn, affirmed and stated as follows:

1. That Century Wealth, Inc. and Living Wealth, Inc. are the general partners of American Wealth Partners, Ltd., a limited partnership to be formed under Florida law.
2. That the amount of cash and property contributed and anticipated to be contributed by the limited partners is \$980.00.

FURTHER AFFIANTS SAYETH NAUGHT.



LUIS LONTOK, President
Century Wealth, Inc.

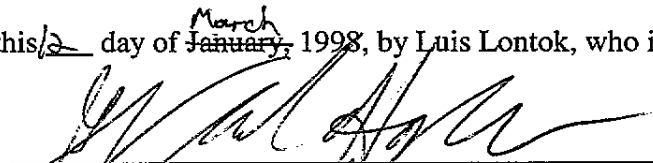


RICHARD NUSBAUM, President
Living Wealth, Inc.

Sworn to and subscribed before me this 12 day of ~~January~~ ^{March}, 1998, by Luis Lontok, who is personally known to me.




Geoffrey Todd Hodges
MY COMMISSION # CC518360 EXPIRES
April 3, 2000
BONDED THRU TROY FAIN INSURANCE, INC.



Name: Geoffrey Todd Hodges (print)
NOTARY PUBLIC

Sworn to and subscribed before me this 9th day of January, 1998, by Richard Nusbaum, who is personally known to me.



Name: DAVID A. TOWNSEND (print)
NOTARY PUBLIC



DAVID A. TOWNSEND
COMMISSION # CC 493237
EXPIRES SEP 5, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.