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DAVID B. WILLIAMS

April 10, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

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-04/13/98--01032--003
*****96.25 *****96.25

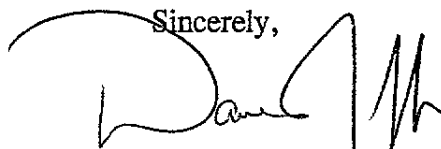
Re: Imperial Partners, Ltd.

Dear Sir or Madam:

On behalf of our client, enclosed for filing with the Florida Secretary of State, please find a Certificate of Limited Partnership, Affidavit and Acceptance of Appointment by Resident Agent, together with our firm's check in the amount of \$96.25 for the filing fee of \$52.50, \$35.00 Registered Agent Designation, and \$8.75 for a Certificate of Status.

To evidence the Secretary's receipt of these documents, I would appreciate having the enclosed additional copy stamped and returned to our office.

Sincerely,



David M. Jeffries

DMJ/jdr
enclosures
cc: Joseph G. Lubeck, Esq.
149546.1

98 APR 13 PM 4:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A98-919

Name	OK
Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

**CERTIFICATE OF LIMITED PARTNERSHIP
IMPERIAL PARTNERS, LTD.**

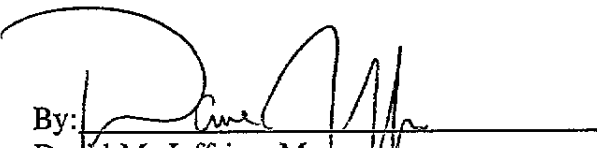
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98 APR 13 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is a Certificate of Limited Partnership of IMPERIAL PARTNERS, LTD. (the "Partnership"), dated as of April 10, 1998. The General Partner of the Partnership hereby certifies as follows:

1. The name of the Partnership is IMPERIAL PARTNERS, LTD.
2. The name and address of the agent of the Partnership for service of process required to be maintained by Section 620.105, Florida Statutes, is David M. Jeffries, Bush Ross Gardner Warren & Rudy, P.A., 220 S. Franklin Street, Tampa, Florida 33602.
3. The general partner of the Partnership is Imperial Development Company, Inc., 1245 Blackrush Drive, Tarpon Springs, Florida 34689. *98-28432*
4. The mailing address and principal place of business of the Partnership is 1245 Blackrush Drive, Tarpon Springs, Florida 34689..
5. The latest date upon which the Partnership is to be terminated and dissolved is December 31, 2040.

In witness whereof, the undersigned, the General Partner of the Partnership, has executed the foregoing Certificate of Limited Partnership as of the date and year first written above.

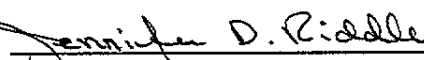
Imperial Development Company, Inc.

By: 
David M. Jeffries, Manager

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10 day of April, 1998, under oath, by David M. Jeffries, as Manager of Imperial Development Company, Inc., a Florida Corporation, who is personally known to me or produced _____ as identification.

 JENNIFER D. RIDDLE
COMMISSION # CC 490327
EXPIRES AUG 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE UNDERSIGNED, David M. Jeffries, being sworn, upon his oath, deposes and says:

1. I am the Manager of Imperial Development Company, Inc., the General Partner of Imperial Partners, Ltd., a Florida limited partnership.
2. This affidavit is being made in accordance with Section 620.108(1), Florida Statutes.
3. The amount of capital contributions of the Limited Partners that have been made or are anticipated to be made to the Partnership is \$100.00.

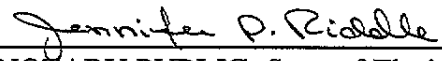
IMPERIAL DEVELOPMENT COMPANY, INC.

By: 
David M. Jeffries, Manager

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10 day of April, 1998, under oath, by David M. Jeffries, as Manager of Imperial Development Company, Inc., a Florida Corporation, who is personally known to me or produced _____ as identification.


NOTARY PUBLIC, State of Florida
at Large



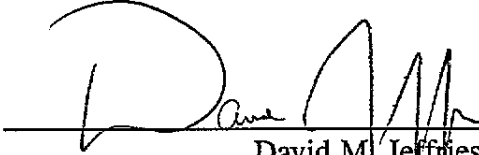
JENNIFER D. RIDDLE
COMMISSION # CC 490327
EXPIRES AUG 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

I hereby accept my appointment as Resident Agent for service of process on the above named limited partnership and agree to act as such in accordance with the provisions of §620.105 of the Florida Statutes.


David M. Jeffries

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TALLAHASSEE, FLORIDA