

FROM HILL WARD HENDERSON

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TUE 28 APR 17:00/ST. 13:5/NO. 22929414 P 1

4/24/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: HILL, WARD & HENDERSON, P.A.  
CONTACT: BARBARA A MURPHY  
PHONE: (813)221-3900

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NAME: BRANDON HOLDINGS, LTD.

AUDIT NUMBER.....H98000007830

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

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FLORIDA STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PARSONS HOLDINGS, LTD.**

The undersigned parties, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, do hereby certify as follows:

I. Name. The name of the partnership shall be: **PARSONS HOLDINGS, LTD.**

II. The Name and Address of Registered Agent shall be:

**STEPHEN M. HUDOBA  
101 East Kennedy Blvd., Suite 3700  
Tampa FL 33602**

III. General Partner. The name and address of the general partner of the limited partnership is as follows:

J14545  
**Oregon Properties, Inc.  
c/o Barclay Group  
1123 Overcash Drive  
Dunedin FL 34698**

IV. The location of Principal Place of Business and Mailing Address. shall be:

**c/o Barclay Group  
1123 Overcash Drive  
Dunedin FL 34698**

V. Term. The term for which the limited partnership is to exist will be from the date of the filing of this Certificate of Limited Partnership until dissolution, which shall be:

(a) on December 31, 2028;

(b) upon the sale, abandonment or disposal by the limited partnership of all or substantially all of its assets;

(c) upon the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom;

Prepared by: Stephen M. Hudoba, Esquire  
Hill, Ward & Henderson, P. A.  
P. O. Box 2231, Tampa FL 33601-2231  
(813) 221-3900  
Florida Bar Number 507644

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(d) by a written agreement to that effect entered into by the general partner and the limited partner.

The undersigned hereby acknowledges that the undersigned has read the Certificate of Limited Partnership of PARSONS HOLDINGS, LTD., a Florida limited partnership, and the undersigned by executing this Signature Page, acknowledges that the undersigned has joined in the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 14<sup>th</sup> day of April, 1998.

"General Partner"

Oregon Properties, Ltd.

By:

  
Daniel L. Vietto, Vice President

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TALLAHASSEE, FLORIDA

**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process for the above stated limited partnership, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Stephen M. Hudoba

Date: 4/24/98

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE THE UNDERSIGNED, personally appeared Daniel L. Vietto, Vice President of Oregon Properties, Inc., the general partner of PARSONS HOLDINGS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

1. The amount of capital contributions to date of the limited partners is \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00

Under penalty 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.

DATED this 14<sup>th</sup> day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

Oregon Properties, Inc., a Florida corporation,  
General Partner

By: [Signature]  
Daniel L. Vietto, Vice President

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this April 14<sup>th</sup> 1998, by Daniel L. Vietto, Vice President of Oregon Properties, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

[Signature]  
Notary Public

My Commission Expires

Commission Number:



LINDA F. TRAMM  
My Commission CC557054  
Expires May, 28, 2000

FROM HILL WARD HENDERSON

(TUE) 4. 28' 98 17:11/ST. 16:57/NO. 4260294148 P 5



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 27, 1998

BARBARA MURPHY  
HILL, WARD & HENDERSON, P.A.  
P.O. BOX 2231  
TAMPA, FL 33601-2231

SUBJECT: BRANDON HOLDINGS, LTD.  
REF: W98080009286

*Parsons*

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Document Specialist

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