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June 17, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Ziebarth Family Limited Partnership
Slaymaker and Nelson, P.A. File No. 98-200H

000002565380--9
-06/19/98--01057--001
***1890.00 ***1890.00

Gentlemen:

Enclosed please find the following documents which we are requesting to be filed:

- 1.- Certificate of Limited Partnership of the Ziebarth Family Limited Partnership
- 2.- Affidavit of Capital Contributions of the Ziebarth Family Limited Partnership
- 3.- Check no. 1509 in the amount of \$1890.00. The sum represents a \$1750.00 filing fee, \$35.00, designation of registered agent, \$52.50 for a certified copy of the Certificate of Limited Partnership, and \$52.50 for 6 additional Certificates at \$8.75 each..

Should there be any further information that is needed, please contact our office.

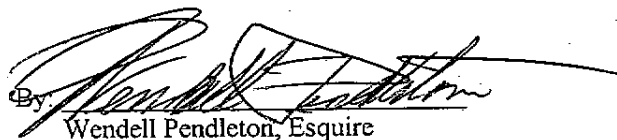
Very truly yours,

SLAYMAKER AND NELSON, P.A.

WP/kmm
Enclosures

Name	MNH
Availability	MNH
Document Examiner	MNH
Updater	MNH
Updater Verifier	MNH
Acknowledger	any
W. P. Verifier	MNH

A98-1512

By: 
Wendell Pendleton, Esquire

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DIVISION OF CORPORATIONS
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CERTIFICATE OF LIMITED PARTNERSHIP

1. ZIEBARTH FAMILY LIMITED PARTNERSHIP

(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd", or "Limited Partnership")

2. 9550 West River Holly Path, Homosassa, Florida 34446

(Business address of Limited Partnership)

3. Richard G. Ziebarth

(Name of Registered Agent for Service of Process)

4. 9550 West River Holly Path, Homosassa, Florida 34446

(Florida street address for Registered Agent)

5. 

(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 9550 West River Holly Path, Homosassa, Florida 34446

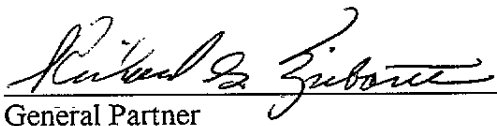
(Mailing address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is June 15, 2030

8. Name and Street Address of General Partner: Richard G. Ziebarth, 9550 West River Holly Path, Homosassa, Florida 34446

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 16th day of June, 1998.


General Partner

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FAMILY LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of the **ZIEBARTH FAMILY LIMITED PARTNERSHIP**, a Florida Limited Partnership, certify:

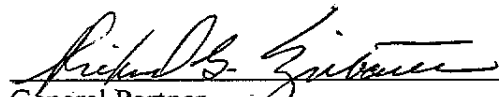
The amount of capital contributions to date of the limited partners is \$342,185.00 based on transfer of 250 shares of RBZ Corporation, Inc. stock into partnership at a valuation of \$1,368.74 per share.

The total amount contributed and anticipated to be contributed by the limited partners is \$1,500,000.00.

Further affiant sayeth not.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 16th day of June, 1998.


General Partner

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