

A98000001612

6/29/98

VIA UPS

904/488-9080

Secretary of State

Division of Corporations

P.O. Box 6327 / 409 E. Darnell St. 32399

Jallahassie, FL 32314

Re: PS Two Limited

500002576235--7

-06/30/98--01057--005

\*\*\*1785.00 \*\*\*1785.00

Dear Sir / Madam:

Enclosed for filing are the Certificate  
of Limited Partnership, Acceptance  
Designation of Registered Agent, and  
Affidavit of Capital Contributions for  
PS Two Limited. A check for \$1785.00  
for your filing and registered agent  
fee is enclosed.

FILED  
98 JUN 30 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

Please return confirmations to the undersigned.

Thank you,

ROGERS K. HAYDON, JR

15201 ROOSEVELT BLVD SUITE 112

CLEARWATER FL 33760

A98-1612

Name	RT
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

**CERTIFICATE OF LIMITED PARTNERSHIP OF PS TWO LIMITED**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is PS Two Limited.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Rogers K. Haydon, Jr., 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

4. **General Partners.** The name and business address of each General Partner in the Limited Partnership is as follows:

Haydon Associates, Inc.  
15201 Roosevelt Blvd., Suite 112  
Clearwater, Florida 33760

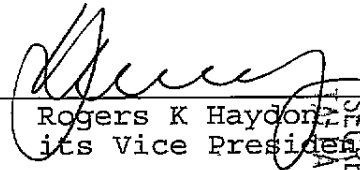
5. **Address of Partnership.** The mailing address of the Limited Partnership is 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2047.

Dated: JUNE 29, 1998  
Clearwater, Florida

Haydon Associates, Inc.  
as General Partner

by:

  
Rogers K Haydon, Jr.  
its Vice President

98 JUN 30 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

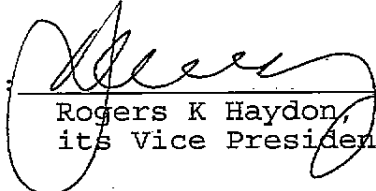
The undersigned, which is the sole General Partner of PS Two Limited, declares that the capital contributions of all of the Limited Partners in the Partnership are as follows:

1. The amount of the capital contributions of the limited partners is Two Hundred Thousand Dollars (\$200,000.00).
2. Additional capital contributions from the limited partners are anticipated, for total capital contributions by the Limited Partners in the amount of \$1,000,000.00.
3. The limited partners may be required to make additional capital contributions in accordance with the terms of the Limited Partnership Agreement.

Dated: JUNE 29, 1998  
Clearwater, Florida

Haydon Associates, Inc  
as General Partner

by:

  
Rogers K Haydon, Jr.,  
its Vice President

STATE OF FLORIDA  
COUNTY OF PINEHILLS

The foregoing instrument was acknowledged before me this 29th day of JUNE, 1998, Rogers K. Haydon, Jr., as Vice President of Haydon Associates, Inc., who is personally known to me or who has produced the following form of identification: \_\_\_\_\_ and who did take an oath.

Mark A Stuart  
NOTARY PUBLIC-STATE OF FLORIDA  
Stamp or print:  
Notary name:  
Commission Number:  
Commission Expires:




Mark A Stuart  
My Commission CC658103  
Expires June 23, 2001

FILED  
98 JUN 30 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Rogers K. Haydon, Jr., having been named as Registered Agent and to accept service of process for PS Two Limited, at the place designated in its Certificate of Limited Partnership, hereby accept the appointment as Registered 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.

Dated: JUNE 29, 1998.

  
\_\_\_\_\_  
Rogers K. Haydon, Jr.  
15201 Roosevelt Blvd., Suite 112,  
Clearwater, Florida 33760

FILED  
98 JUN 30 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA