



THE UNITED STATES
CORPORATION
COMPANY

A98000001845

ACCOUNT NO. : 072100000032

REFERENCE : 910962 4342718

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 30, 1998

ORDER TIME : 1:39 PM

ORDER NO. : 910962-005

CUSTOMER NO: 4342718

CUSTOMER: Donald S. Hart, Jr., Esq
GLENN RASMUSSEN & FOGARTY

Suite 1300
100 South Ashley Drive
Tampa, FL 33602

DOMESTIC FILING

NAME: KENNESAW CAPITAL PARTNERS,
LTD.

EFFECTIVE DATE:

600002603266--8
-07/30/98--01075--029
***1969.25 ***1969.25

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (3) CERTIFIED COPY
PLAIN STAMPED COPY
XX (3) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 PM 4: 07

DKC 7/30/98

RECEIVED
98 JUL 30 PM 2:40
DIVISION OF CORPORATION

ATTORNEYS AT LAW

GLENN RASMUSSEN & FOGARTY

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

July 29, 1998

State of Florida
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED STATE
SECRETARY OF CORPORATIONS
98 JUL 30 PM 1:07

Re: Kennesaw Capital Partners, Ltd.

Ladies and Gentlemen:

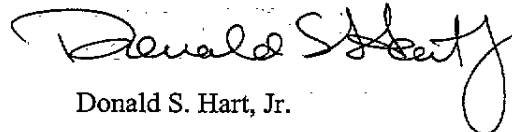
Enclosed for filing are a Certificate of Limited Partnership, accompanied by an Affidavit of Capital Contributions for the partnership, all in the name of Kennesaw Capital Partners, Ltd., which we understand to be an available name for use. In connection with this filing, enclosed is a check payable to your order for the following fees and charges:

Filing fee in the maximum amount	\$ 1,750.00
Designation of Registered Agent	35.00
Three certified copies of the Certificate of Limited Partnership	157.50
Three Sworn Certificates Under Seal	26.75
Total:	\$ 1,969.25

I trust that you will find these matters in order, but if you have questions, please feel free to contact me by telephone at (813)229-3333.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.


Donald S. Hart, Jr.

DSH/d
Enclosures

1859-01200^C



AMEURCO MANAGEMENT, INC.

4350 W. Cypress Street • Suite 250 • Tampa, Florida 33607 • (813) 353-8800 • Fax: (813) 353-8801

CERTIFICATE OF LIMITED PARTNERSHIP FOR FLORIDA LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 PM 4:07

1. The name of the limited partnership is **Kennesaw Capital Partners, Ltd.**
2. The business address of the limited partnership is **c/o Euro American Management, Inc., 4350 W. Cypress Street, Suite 250, Tampa, Florida 33607.**
3. The name of the registered agent for service of process is **Kristen Kennedy.**
4. The Florida street address for the registered agent is **4350 W. Cypress Street, Suite 250, Tampa, Florida 33607.**
5. *Kristen Kennedy*
(Registered Agent's signature accepting designation as Registered Agent for Service of Process.)
6. The mailing address for the limited partnership is **c/o Euro American Management, Inc., 4350 W. Cypress Street, Tampa, Florida 33607.**
7. The latest date upon which the limited partnership is to be dissolved is **July 31, 2005.**
8. The name(s) and address(es) of the general partner(s):

Euro XII, Inc.

4350 W. Cypress Street, Suite 250

998000066452

Tampa, Florida 33607

Under penalty of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 29th day of July, 1998.

Signature of all the general partners:

EURO XII, INC., a Florida corporation

By: *Kristen Kennedy*

Name: Kristen Kennedy

Title: Treasurer



AMEURCO MANAGEMENT, INC.

4350 W. Cypress Street • Suite 250 • Tampa, Florida 33607 • (813) 353-8800 • Fax: (813) 353-8801

FILED
DIVISION OF CORPORATIONS
98 JUL 30 PM 4:07

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of **Kennesaw Capital Partners, Ltd.**, a Florida limited partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$ -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,650,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 29th day of July, 1998.

Signature of all the general partners:

EURO XII, INC., a Florida corporation

By: *Kristen Kennedy*

Name: Kristen Kennedy

Title: Treasurer