

**A9800001886**

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August 5, 1998

VIA FEDERAL EXPRESS

Mr. John Hall  
Halls Delivery Service  
464 Freddie Martin Drive  
Tallahassee, FL 32301

*Call  
681-0619*

Re: Scott P. Smith Family Partnership, Ltd.

Dear John:

*(5)*

Enclosed please find original and one copy of Certificate of Limited Partnership for Scott P. Smith Family Partnership, Ltd., together with check in the amount of \$1837.50 representing \$1,750 filing fee, \$52.50 for a certified copy and \$35 registered agent fee.

Please file with the Secretary of State's office, wait for the certified copy and return the certified copy to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

*Barb*  
Barbara J. Coad, PLS  
Secretary to Thomas R. Allen

Enclosures

FILED STATE  
SECRETARY OF CORPORATIONS  
98 AUG - 6 PM 1:54  
RECEIVED  
98 AUG - 6 PM 12:04  
DIVISION OF CORPORATION

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-08/06/98--01057--006  
\*\*\*1837.50 \*\*\*1837.50

*M/K*  
*8/9/98*

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SCOTT P. SMITH FAMILY PARTNERSHIP, LTD.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -6 PM 1:54

The undersigned, being the General Partners of SCOTT P. SMITH FAMILY PARTNERSHIP, LTD., a Florida limited partnership, do execute this Certificate, and do hereby affirm, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the Limited Partnership is:

SCOTT P. SMITH FAMILY PARTNERSHIP, LTD., a Florida limited partnership

2. The address of the office and the name and address of the agent for service of process on the Limited Partnership is:

Scott P. Smith  
2781 W. State Road 434  
Longwood, Florida 32779

3. The names and addresses of the General Partners are:

SPS BUSINESS CONSULTANTS, <sup>iwu</sup> a Florida corporation  
2781 W. State Road 434  
Longwood, Florida 32779

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TAM BUSINESS CONSULTANTS, <sup>iwu</sup> a Florida corporation  
2781 W. State Road 434  
Longwood, Florida 32779

pg 7000104851

4. The mailing address for the Limited Partnership is

2781 W. State Road 434  
Longwood, Florida 32779

5. The latest date upon which the Limited Partnership is to dissolve is:

In perpetuity

6. This document has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes

GENERAL PARTNERS:

SPS BUSINESS CONSULTANTS, INC., a  
Florida corporation

By:

Scott P. Smith  
Scott P. Smith, President

TAM BUSINESS CONSULTANTS, INC., A  
Florida corporation

By:

Terry Ann Maholias  
Terry Ann Maholias, President

ACKNOWLEDGMENT AND ACCEPTANCE  
OF REGISTERED AGENT

Having been named as the registered agent for THE SCOTT P. SMITH FAMILY PARTNERSHIP, LTD. for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.

Scott P. Smith  
Scott P. Smith  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -6 PM 1:54

AFFIDAVIT OF CAPITAL CONTRIBUTION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -6 11:54

BEFORE ME, the undersigned authority, personally appeared SCOTT P. SMITH, as President of SPS BUSINESS CONSULTANTS, INC., a Florida corporation, and TERRY ANN MAHOLIAS, as President of TEM BUSINESS CONSULTANTS, INC., A FLORIDA CORPORATION, as General Partners of THE SCOTT P. SMITH FAMILY PARTNERSHIP, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies as follows:

1. The amount of the initial and total anticipated capital contribution of the Limited Partners of the Partnership is \$2,400,000.00.

Dated this 30th day of July, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declare that they have read the foregoing and that the facts alleged are true to the best of their knowledge and belief.

GENERAL PARTNERS:

SPS BUSINESS CONSULTANTS, INC., a  
Florida corporation

By: Scott P. Smith  
Scott P. Smith,  
President

TAM BUSINESS CONSULTANTS, INC., a  
Florida corporation

By: Terry Ann Maholias  
Terry Ann Maholias

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this date by SCOTT P. SMITH, President of SPS BUSINESS CONSULTANTS, INC., a Florida corporation, a General Partner of THE SCOTT P. SMITH FAMILY

PARTNERSHIP, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -6 PM 1:54

BARBARA J. GOAD  
Notary Public, State of Florida  
My Comm. Expires April 23, 1999  
Comm. No. CC454335

Barbara J. Goad  
Notary Public  
BARBARA J. GOAD  
(Type name)  
My Commission expires:

STATE OF NORTH CAROLINA  
COUNTY OF MECKLENBURG

The foregoing instrument was acknowledged before me this date by TERRY ANN MAHOLIAS, President of TAM BUSINESS CONSULTANTS, INC., a Florida corporation, a General Partner of THE SCOTT P. SMITH FAMILY PARTNERSHIP, LTD., a Florida limited partnership, on behalf of the corporation. She is personally known to me.



Christine M. Flood  
Notary Public  
CHRISTINE M. FLOOD  
(Type name)  
My Commission expires: