

A98000002021

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Zopher, LTD.

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****140.00 ****140.00

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File second

Signature

Requested by:

Name

Date

Time

LS 8/28/98 10:02

Walk-In

Will Pick Up

Art of Inc. File	98 AUG 28 AM 10:18	RECEIVED
<input checked="" type="checkbox"/> LTD Partnership File		
Foreign Corp. File		
L.C. File		
Fictitious Name File		
Trade/Service Mark		
Merger File		
Art. of Amend. File		
RA Resignation		
Dissolution / Withdrawal		
Annual Report / Reinstatement		
<input checked="" type="checkbox"/> Cert. Copy	98 AUG 28 AM 9:21	FILED
Photo Copy		
Certificate of Good Standing		
Certificate of Status		
Certificate of Fictitious Name		
Corp Record Search		
Officer Search		
Fictitious Search		
Fictitious Owner Search		
Vehicle Search		
Driving Record		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
Courier		

AUG 28 1998

**GOPHER, LTD.
A FLORIDA LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.101, et. seq. of the Florida Statutes, hereby states the following:

1. The name of the Partnership is **GOPHER, LTD.**
2. The address of the office of the Partnership is 6400 North Andrews Avenue, Fort Lauderdale, Florida 33309.
3. The name and address of the agent for service of process on the Partnership is BRYAN W. DUKE, ESQUIRE, 6400 North Andrews Avenue, 5th Floor, Fort Lauderdale, Florida 33309.
4. The name and business address of the General Partner is as follows:

948-75266
GOPHER, INC.
6400 North Andrews Avenue
Fort Lauderdale, Florida 33309
5. The mailing address of the Partnership is 6400 North Andrews Avenue, Fort Lauderdale, Florida 33309.
6. The latest date upon which the Partnership shall dissolve is August 20, 2038.
7. The total anticipated Capital Contributions to be paid into the Partnership is and shall be FIVE THOUSAND AND NO/100 (\$5,000.00) DOLLARS.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of GOPHER, LTD. this 21st day of August, 1998.

GOPHER, INC., general partner of GOPHER, LTD.

By: Terry W. Stiles
Terry W. Stiles
President

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by Terry W. Stiles, President of GOPHER, INC., a Florida corporation, as General Partner of GOPHER, LTD., a Florida limited partnership, who is personally known to me.

NOTARY PUBLIC:

Sign: Judith Louise Sherman

Print: JUDITH LOUISE SHERMAN
Notary Public
State of Florida
My Comm. Exp: 02/01/99
Comm#: CC438591

(SEAL)

My commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for of GOPHER, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: Bryan W. Duke
BRYAN W. DUKE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of GOPHER, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$5,000.00. No further limited partner contributions are anticipated.

This 21st day of August, 1998.

FURTHER AFFIANT SAYETH NOT

Under penalties 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.

GOPHER, INC., general partner of GOPHER, LTD.

By: _____

Terry W. Stiles
President

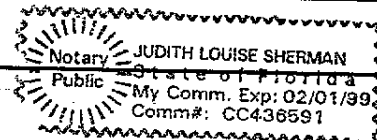
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by Terry W. Stiles, President of GOPHER, INC., a Florida corporation, which is general partner of GOPHER, LTD., a Florida limited partnership, who is personally known to me and who did take an oath.

NOTARY PUBLIC:

Sign: _____

Print: _____



(SEAL)

My Commission Expires:

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98 AUG 28 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA