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BRIAN C. PERLIN
ATTORNEY AT LAW
201 ALHAMBRA CIRCLE
SUITE 503
CORAL GABLES, FLORIDA 33134

FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS & ESTATES

TELEPHONE (305) 443-3104
FAX (305) 443-0106

September 2, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Stanfill Holdings, Ltd.

Gentlemen:

300002648943--2
-09/25/98--01048--004
***1785.00 ***1785.00

Enclosed please find the following:

- (a) Certificate of Limited Partnership for the above-referenced Partnership
- (b) Affidavit of Capital Contributions
- (c) Check in the amount of \$1,785.00.

Please send acknowledgement to Brian C. Perlin, Esq., 201 Alhambra Circle, #503, Coral Gables, FL 33134.

If you should have any questions regarding the enclosed, please do not hesitate to call our office at (305) 443-3104.

Thank you for your cooperation on this matter.

Very truly yours,

Brian C. Perlin

Brian C. Perlin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Name	Availability
Document Examiner	DCC
Updater	DCC
Updater	BCP/lp
Verifier	Enclosures
Adm. Agent	DCC
W. P. Verifier	DCC

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TC
\$1,300,000.00

CERTIFICATE OF LIMITED PARTNERSHIP
OF

STANFILL HOLDINGS, LTD.

1. STANFILL HOLDINGS, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited",
"Ltd.", or "Limited Partnership")
2. 10545 S. Dixie Hwy., Miami; FL 33156.
(The Business Address of Limited Partnership)
3. Steve L. Stanfill, Jr.
(Name of Registered Agent for Service of Process)
4. 10545 S. Dixie Hwy., Miami, FL 33156
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for
Service of Process.)
6. 10545 S. Dixie Hwy., Miami, FL 33156
(The Mailing Address of the Limited Partnership.)

7. The latest date upon which the Limited Partnership is to be dissolved is 12/31/2046

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

STANFILL HOLDINGS, INC.

10545 S. Dixie Hwy., Miami, FL
33156

098000073075

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TALLAHASSEE, FLORIDA

Signed this 2nd day of September, 1988.

Signature of all general partners:
STANFILL HOLDINGS, INC.

By:

[Signature]
General Partner
Steve L. Stanfill, Jr.
President

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of

STANFILL HOLDINGS, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$ 1,300,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,300,000.00.

This 2nd day of September, 19 98.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

STANFILL HOLDINGS, INC.

By:

General Partner
Steve L. Stanfill, Jr.
President

General Partner

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA