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September 23, 1998

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

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-09/28/98--01066--017
***1443.75 ***1443.75

Re: Formation of ASI PARTNERS, LTD.

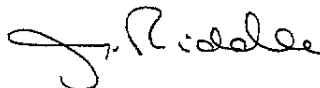
Dear Sir or Madam:

On behalf of our client, ASI Partners, Ltd., enclosed for filing please find its Certificate of Limited Partnership, Affidavit and Acceptance of Appointment by Resident Agent, together with our firm's check in the amount of \$1,443.75 for the filing fee, Registered Agent Designation and a Certificate of Status.

To evidence the Secretary of State's receipt of this letter and the referenced enclosures, I would appreciate your stamping the additional copy of this letter and returning it along with a Certificate of Status.

Please feel free to call me if you have any questions.

Sincerely,



Jennifer Riddle, Legal Assistant

jdr
enclosures
cc: Charles M. Davis, Jr.
160796.1

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
P. Verifier	<i>[Signature]</i>

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DIVISION OF CORPORATIONS
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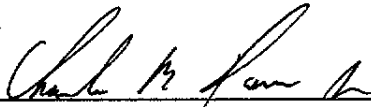
CERTIFICATE OF LIMITED PARTNERSHIP
OF ASI PARTNERS, LTD.

This is a Certificate of Limited Partnership of ASI PARTNERS, LTD. (the "Partnership"), dated as of September 22, 1998. The General Partner of the Partnership hereby certifies as follows:

1. The name of the Partnership is ASI PARTNERS, LTD.
2. The name and address of the agent of the Partnership for service of process required to be maintained by Section 620.105, Florida Statutes, is John N. Giordano, 220 South Franklin Street, Tampa, FL 33602.
3. The sole general partner of the Partnership is Agency Solutions of Florida, Inc., whose address is 4600 West Cypress Street, Suite 200, Tampa, Florida 33607. 977-28811
4. The mailing address and the principal place of business of the Partnership is 4600 West Cypress Street, Suite 200, Tampa, Florida 33607.
5. The latest date upon which the Partnership is to be terminated and dissolved is December 31, 2050.

IN WITNESS WHEREOF, the undersigned, the sole General Partner of the Partnership, has executed the foregoing Certificate of Limited Partnership as of the date and year first written above.

Agency Solutions of Florida, Inc., General
Partner

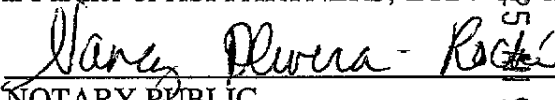
By: 
Charles M. Davis, Jr.,
Chief Executive Officer

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22 day of September 1998, by Charles M. Davis, Jr., Chief Executive Officer of Agency Solutions of Florida, Inc., a Florida corporation on behalf of the corporation, the General Partner of ASI PARTNERS, LTD. He is personally known to me and did take an oath.

NANCY OLIVERA-ROCHE
Notary Public, State of Florida
My Comm. Expires March 15, 1999
No. CC445612

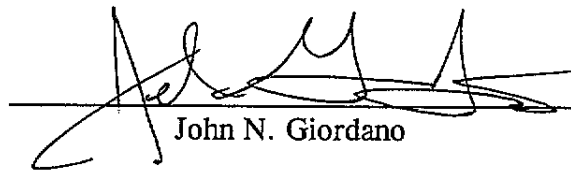

NOTARY PUBLIC,
State of Florida at Large
My Commission Expires

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DIVISION OF CORPORATIONS
SEP 25 9:06

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

I hereby accept my appointment as Resident Agent for service of process on the above named limited partnership and agree to act as such in accordance with the provisions of §620.105 of the Florida Statutes.



John N. Giordano

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DIVISION OF CORPORATIONS
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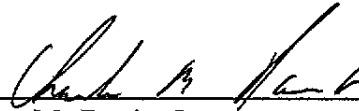
AFFIDAVIT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Charles M. Davis, Jr., Chief Executive Officer, being sworn, upon his oath, deposes and says:


1. I am the Chief Executive Officer of Agency Solutions of Florida, Inc., the General Partner of ASI PARTNERS, LTD., a Florida limited partnership.
2. This affidavit is being made in accordance with Section 620.108(1), Florida Statutes.
3. The amount of capital contributions of the Limited Partners that have been made or are anticipated to be made to the Partnership is \$200,000.



Charles M. Davis, Jr.,
Chief Executive Officer
Agency Solutions of Florida, Inc.
General Partner of ASI Partners, Ltd.

The foregoing instrument was acknowledged before me this 22 day of September 1998, by Charles M. Davis, Jr., Chief Executive Officer of Agency Solutions of Florida, Inc., a Florida corporation on behalf of the corporation, the General Partner of ASI PARTNERS, LTD. He is personally known to me and did take an oath.

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