



THE UNITED STATES
CORPORATION
COMPANY

A98 00 000 2900

ACCOUNT NO. : 072100000032

REFERENCE : 081561 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 29, 1998

ORDER TIME : 11:56 AM

ORDER NO. : 081561-015

CUSTOMER NO: 4728359

CUSTOMER: Ms. Jennifer D. Riddle
BUSH ROSS GARDNER WARREN &
BUSH ROSS GARDNER WARREN &
220 South Franklin Street
Tampa, FL 33602

900002725329--4
-12/29/98--01076--024
*****96.25 *****96.25

900002725329--4
-12/29/98--01084--004
*****87.50 *****43.75

RECEIVED

99 DEC 29 PM 1:25

DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: WATERFORD IMPERIAL PARTNERS,
LTD

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

[Handwritten signature]

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DIVISION OF CORPORATIONS
98 DEC 29 AM 9:48

A98-
2900

\$43.75

CERTIFICATE OF LIMITED PARTNERSHIP
WATERFORD IMPERIAL PARTNERS, LTD.

This is a Certificate of Limited Partnership of WATERFORD IMPERIAL PARTNERS, LTD. (the "Partnership"), dated as of December 23, 1998. The General Partner of the Partnership hereby certifies as follows:

1. The name of the Partnership is WATERFORD IMPERIAL 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 David M. Jeffries, Bush Ross Gardner Warren & Rudy, P.A., 220 S. Franklin Street, Tampa, Florida 33602.
3. The general partner of the Partnership is Waterford Imperial, Inc., 13575 58th Street North, Suite 144, Clearwater, FL 33760.
4. The mailing address and principal place of business of the Partnership is 13575 58th Street North, Suite 144, Clearwater, FL 33760.
5. The latest date upon which the Partnership is to be terminated and dissolved is December 31, 2040.

In witness whereof, the undersigned, the General Partner of the Partnership, has executed the foregoing Certificate of Limited Partnership as of the date and year first written above.

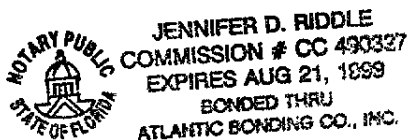
Waterford Imperial, Inc.

By: David M. Jeffries
David M. Jeffries, Manager

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of December, 1998, under oath, by David M. Jeffries, as Manager of Waterford Imperial, Inc., a Florida Corporation, who is personally known to me or produced _____ as identification.

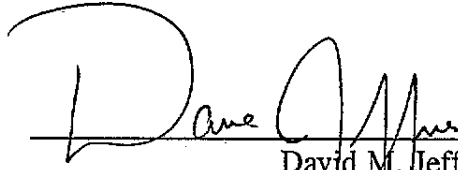


Jennifer D. Riddle
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

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.



David M. Jeffries

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE UNDERSIGNED, David M. Jeffries, being sworn, upon his oath, deposes and says:


1. I am the Manager of Waterford Imperial, Inc., the General Partner of Waterford Imperial 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 \$100.00.

WATERFORD IMPERIAL, INC.

By: David M. Jeffries
David M. Jeffries, Manager

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of December, 1998, under oath, by David M. Jeffries, as Manager of Waterford Imperial, Inc., a Florida Corporation, who is personally known to me or produced _____ as identification.

 JENNIFER D. RIDDLE
COMMISSION # CC 490327
EXPIRES AUG 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Jennifer D. Riddle
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

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