

A98000002901



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 081588 4352702

AUTHORIZATION : Patricia Pizutti

COST LIMIT : \$ 1837.50

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 DEC 29 PM 3:39

ORDER DATE : December 29, 1998

ORDER TIME : 11:39 AM

ORDER NO. : 081588-010

CUSTOMER NO: 4352702

CUSTOMER: Susan B. Hecker, Esq
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

EFFECTIVE DATE 11/19/98
PUP

DOMESTIC FILING

NAME: SHEPARD'S RED BARN, LTD.

500002725195-3

EFFECTIVE DATE:

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: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 DEC 29 PM 3:40

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98 DEC 29 PM 12:28

RECEIVED

Handwritten initials and date: 12/29/98

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHEPARD'S RED BARN, LTD.
A FLORIDA LIMITED PARTNERSHIP**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 29 PM 3:40

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is "Shepard's Red Barn, Ltd."
2. The address of the office of the limited partnership is 1707 1st Street East, Bradenton, Florida 34208.
3. The name and address of the agent for service of process on the limited partnership is Daniel O. Shepard, President, Red Barn Flea Market, Inc., at 1707 1st Street East, Bradenton, Florida 34208.
4. The name and business address of the General Partner is:

Red Barn Flea Market, Inc.
1707 1st Street East
Bradenton, Florida 34208
5. The mailing address of the limited partnership is 1707 1st Street East, Bradenton, Florida 34208.
6. The latest date upon which the limited partnership shall dissolve is December 31, 2065.
7. The effective date of the limited partnership is January 1, 1999.

EFFECTIVE DATE
11/1/99

P98000107550

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 Shepard's Red Barn, Ltd., this the 10th day of December 1998.

Red Barn Flea Market, Inc., a Florida corporation

By: *Daniel O. Shepard, President*
Daniel O. Shepard, President
"General Partner"

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CORPORATION

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Shepard's Red Barn, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Red Barn Flea Market, Inc.

BY: Daniel O. Shepard, Pres.
Daniel O. Shepard, President
"Registered Agent"

jfl-208608

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EFFECTIVE DATE
11/1/99

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

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DIVISION OF CORPORATIONS
98 DEC 29 8 31 40 PM '98

BEFORE ME, the undersigned authority, personally appeared Daniel O. Shepard, President of Red Barn Flea Market, Inc., a Florida corporation, which is the General Partner of Shepard's Red Barn, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership by the Limited Partners is \$ 2,700,000.
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$-0-.

EFFECTIVE DATE
11/19/98

FURTHER AFFIANT SAYETH NAUGHT.

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

Daniel O. Shepard, Pres.
Daniel O. Shepard

SWORN TO AND SUBSCRIBED before me this 28 day of December 1998 by Daniel O. Shepard, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Thomas A. Mason
Signature of Notary Public

(Notary Seal)

PAMELA S. MASON
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires _____



Pamela S. Mason
MY COMMISSION # CG277344 EXPIRES
October 25, 2000
BONDED THRU TROY FAIN INSURANCE, INC.