

A99000000021

WELLER, WICKS AND WALLACE A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW
SINCE 1891

600 BENEDUM-TREES BUILDING
PITTSBURGH, PA 15222-1713

(412) 471-1751
FACSIMILE (412-471-8117

J. MURRAY EGAN
DONALD W. SHAFFER
THOMAS A. WOODWARD

JOHN S. WELLER (1866-1944)
JOHN O. WICKS (1880-1947)
C.L. WALLACE (1885-1953)
H.A. BERGSTROM (1911-1993)

December 16, 1998

Department of State
Division of Corporations
Limited Partnership Registration Section
P.O. Box 6327
Tallahassee, FL 32314

300002725543--6
-12/29/98--01089--001
***1837.50 ***1837.50

Re: Gail Investments Limited Partnership

Dear Sir:

The following are submitted for filing:

1. Affidavit of Capital Contributions executed by the General Partner of the above-referenced partnership.
2. Certificate of Limited Partnership executed by Gail Gregg-Strimenos as the Registered Agent and as the General Partner of the above-referenced partnership.
3. Our check in the amount of \$1,837.50, allocated:
 - A. Filing fee for \$6,615,083 of limited partner capital contribution with \$1,750 maximum = \$1,750.00
 - B. Designation of Registered Agent = 35.00
 - C. Certified copy = 52.50

TOTAL = \$1,837.50

Please note the undersigned as the contact person at the telephone number listed above. Please return the certified copy to the undersigned.

TAW/sbl
Enclosure
cc: Mrs. Strimenos

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>
W. P. Verifier	<i>[Signature]</i>

Very truly yours,

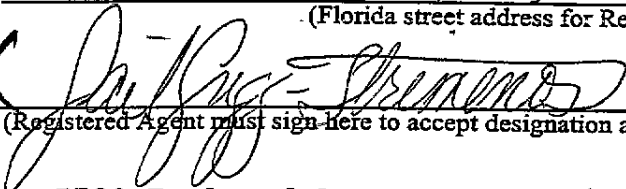
WELLER, WICKS AND WALLACE, P.C.

Thomas A. Woodward
Thomas A. Woodward

98 DEC 29 AM 11:25

SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

1. Gail Investments Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 7780 Earlwood Avenue, Tangerine, Florida 32777
(Business address of Limited Partnership)
3. Gail Gregg Strimenos
(Name of Registered Agent for Service of Process)
4. 7780 Earlwood Avenue, Tangerine, Florida 32777
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 7780 Earlwood Avenue, Tangerine, Florida 32777
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2050

8. Name(s) of general partner(s):

Street address:

Gail Gregg-Strimenos

7780 Earlwood Avenue, Tangerine,
Florida 32777

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this _____ day of _____ June _____, 19 98

Signature of all general partners:

GG8

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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SECRETARY OF STATE
DIVISION OF TERRITORIES

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, being the sole general partner of Gail Investments Limited Partnership, a Florida Limited partnership, certifies:

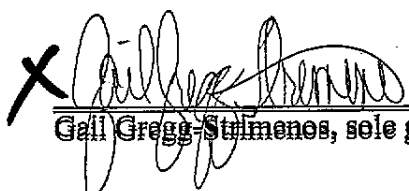
The amount of capital contribution of the limited partners to date is 509.771 shares of the common stock and 1,455.216 shares of the preferred stock of FCS Holdings, Inc. a closely-held Florida corporation which the undersigned has valued at \$6,615,083.00

No additional capital contribution of the limited partners is anticipated to be made.

Signed this 7th day of December 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


Gail Gregg-Stulmenos, sole general partner

FILED
SECRETARY OF STATE
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