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FLORIDA LIMITED PARTNERSHIP

Sembler E.D.P. Partnership 2004, Ltd.

Name	1/6/99
Availability	doc
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Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$140.00

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SEMBLER E.D.P. PARTNERSHIP 2004, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is Sembler E.D.P. Partnership 2004, Ltd. (the "Partnership").

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 5858 Central Avenue, St. Petersburg, Florida 33707.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Sembler Retail, Inc. at 5858 Central Avenue, St. Petersburg, Florida 33707.

4. The name and business address of the General Partner of the Partnership is as follows:

**GENERAL PARTNER**

Sembler Retail, Inc.

1996000003312

**BUSINESS ADDRESS**

5858 Central Avenue  
St. Petersburg, Florida 33707

5. A mailing address for the Partnership is 5858 Central Avenue, St. Petersburg, Florida 33707.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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6. The latest date upon which the Partnership is to dissolve is December 31, 2004, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of Sembler E.D.P. Partnership 2004, Ltd., this 4<sup>th</sup> day of January, 1999, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

SEMBLER RETAIL, INC.

By: \_\_\_\_\_

Craig H. Sher, President

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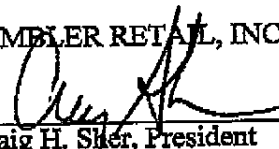
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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Sembler E.D.P. Partnership 2004, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

DATED this 4<sup>th</sup> day of January, 1999.

SEMBLER RETAIL, INC.

  
\_\_\_\_\_  
Craig H. Sher, President  
Registered Agent

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**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
SEMBLER E.D.P. PARTNERSHIP 2004, LTD.**

The undersigned, being the General Partner of Sembler E.D.P. Partnership 2004, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$100.00. No additional capital contributions are anticipated to be made by the limited partner.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFLIANT SAYETH NOT.

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

SOLE GENERAL PARTNER:

SEMBLER RETAIL, INC.

By:   
Craig H. Sher, President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
Ruden McClosky, Et al, P. O. Box 1900  
Fort Lauderdale, Florida 33301  
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