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Tampa, Florida 33601

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99 FEB 22 PM 4:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 18, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-02/22/99--01144--005

****385.00 ****385.00

Re: Certificate of Limited Partnership for
Copeland I, Ltd.

Dear Sir/Madam:

Enclosed for filing is an original and a photocopy of the properly executed Certificate of Limited Partnership for the above-referenced limited partnership. Also enclosed is our firm's check in the amount of \$385.00, made payable to the Florida Secretary of State, for the filing fees.

Please return the "Filed" copy of the Certificate of Limited Partnership to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please call.

Sincerely,

KASS HODGES, P.A.

Temple H. Drummond

Temple H. Drummond

Enclosures

56
2-25-99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
COPELAND I, LTD.**

The undersigned general partner, desiring to form a limited partnership pursuant to the laws of the State of Florida (the "**Limited Partnership**"), does hereby certify as follows:

1. The name of the Limited Partnership is:

Copeland I, Ltd.
2. The business address of the Limited Partnership is:

5402 Longboat Boulevard
Tampa, Florida 33615
3. The mailing address of the Limited Partnership is:

5402 Longboat Boulevard
Tampa, Florida 33615
4. The name and address of the Limited Partnership's registered agent for service required to be maintained by Section 620.150, Florida Statutes, is:

Temple H. Drummond, Esquire
Kass Hodges, P.A.
1505 North Florida Avenue
Tampa, Florida 33602
5. The latest date upon which the Limited Partnership is to be dissolved is:

December 31, 2039
6. The name and business address of the general partner is:

Copeland Management Company, Inc.
5402 Longboat Boulevard
Tampa, Florida 33615

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned general partner has executed this Certificate of Limited Partnership this 18th day of February, 1999.

Copeland Management Company, Inc.
as a General Partner of Copeland I, Ltd.

By: *Walter C. Copeland*
Walter C. Copeland, President

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for Copeland I, Ltd. at c/o Kass Hodges, P.A., 1505 North Florida Avenue, Tampa, Florida 33602, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Temple H. Drummond
Temple H. Drummond, Registered Agent

Dated: February 18, 1999

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of Copeland I, Ltd., a Florida limited partnership, certifies:

- (1) The amount of capital contributions to date of the limited partners is \$200.
- (2) The total amount contributed and anticipated at this time to be contributed by the limited partners totals \$50,000.

FURTHER AFFIANTS SAYETH NOT.

Under the penalties of perjury, the undersigned declare that the undersigned has read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Copeland Management Company, Inc.
as a General Partner of Copeland I, Ltd.

By: Walter C. Copeland
Walter C. Copeland, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was duly executed and acknowledged before me on February 18, 1999, by Walter C. Copeland, as President of Copeland Management Company, Inc., a Florida corporation, with authority and on behalf of the corporation. He is personally known to me or has produced a valid driver's license as identification.

Francine M. Saad (SEAL)
Print Name: FRANCINE M. SAAD
NOTARY PUBLIC
My Commission Expires:



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TALLAHASSEE, FLORIDA