

Estepona Investments, Inc.

854 Normandy Trace Road

Tampa, FL 33602

May 19, 1999

Florida Dept of State
Division of Corporations
Registration Section
P.O.Box 6327
Tallahassee, FL 32399

400002882804--0
-05/21/99-01093-002
*****96.25 *****96.25

Dear Sir,

Enclosed is the Certificate of Limited Partnership for Intershopz.com Limited Partnership.

Also enclosed is a check for \$96.25. This covers \$ 52.50 for minimum filing fee, \$35 for designation of registered agent and \$8.75 for a certificate of status.

Please contact John Charman at 813/248-1111 during business hours if need more information.

Yours sincerely,



John Charman, President
Estepona Investments, Inc.
General Partner of
Intershopz.com Limited Partnership

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 25 AM 10:27



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 15, 1999

JOHN CHARMAN
ESTEPONA INVESTMENTS, INC.
854 NORMANDY TRACE ROAD
TAMPA, FL 33602

SUBJECT: INTERSHOPZ.COM LIMITED PARTNERSHIP
Ref. Number: W99000012509

We have received your document for INTERSHOPZ.COM LIMITED PARTNERSHIP and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must contain the Principal Place of Business in addition to the mailing address, also, the Registered Agent signature must be Original, also, number 15 of the certificate and the Affidavit supply conflicting information, has \$800 been contributed or \$1000? Please clarify the amount of contributions.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 699A00029398

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

THE INTERSHOPZ.COM LIMITED PARTNERSHIP

A FLORIDA Limited Partnership

Mailing address: 854 Normandy Trace, Tampa, Fl 33602

The parties hereto do hereby certify that an Agreement was made effective the
1st day of June, 1999, at Tampa, Florida,
by the following, herein called "General Partners":

ESTEPONA INVESTMENTS, INC.

and by the following, hereinafter referred to as "Limited Partners":

ADRIAN TILSTON

JOHN CHARMAN

WITNESSETH:

1. *Name.* The name of this Limited Partnership is THE INTERSHOPZ.COM
LIMITED PARTNERSHIP.

2. *Business.* The general character of the Partnership business shall be to,
create, market, develop, operate, consult and administer internet
web sites _____, and conduct a general business as thereto related.

3. *Principal Place of Business.* The location of the principal place of business of
the Partnership is 854 Normandy Trace
Tampa, Hillsborough, Florida 33602.

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4. *Registered Agent and Office.* The registered agent for this Limited Partnership is John Charman. The street address of the registered agent and the registered

office is 854 Normandy Trace, Tampa, Florida, 33602
Designation Accepted by: John Charman, REGISTERED AGENT

5. *The Partners.* The General Partners and Limited Partners of this Limited Partnership are as follows:

General Partners

Estepona Investments, Inc.

F10203

**PRINCIPAL
Place of Business**

854 Normandy Trace

Tampa, FL 33602

Limited Partners

Adrian Tilston

John Charman

Place of Residence

x 3639 KINGSTON BLVD
SARASOTA, FL 34238

854 Normandy Trace

Tampa, FL 33602

6. *Term.* The Partnership shall begin on the 1st day of JUNE, 1999, and shall continue for 25 years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

7. *Additional Contributions.* No additional contributions of the Limited Partners have been agreed upon.

8. *Return of Contributions.* No Limited Partner shall be entitled to withdraw or demand the return of any part of such Partner's capital contribution except upon dissolution of the Partnership.

9. *Profits.* All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

10. *Assignments.* A Limited Partner shall have the right to sell such Partner's interest in the Partnership but only after such Limited Partner gives to the Partnership a 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. *Additional Limited Partners.* The General Partner may admit additional limited partners.

12. *Priority Among Limited Partners.* There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

13. *Continuance of Business.* Upon the death, retirement or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of 50% of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

14. *Property Other Than Cash.* A Limited Partner may not demand property other than cash in return for such Partner's contributions.

15. *Amount of Cash and Agreed Value and Description of Other Property Contributed.* The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto, with an agreed value of

\$1000.00

Partners	Percentage Interest	Contribution
Estepona Investments	20%	\$200
Adrian Tilston	40%	\$400
John Charman	40%	\$400

GENERAL PARTNERS:

Estepona Investments, Inc.

John Charman, Pres
 Signature
 John Charman, President

 Signature

LIMITED PARTNERS:

Adrian Tilston

Adrian Tilston
 Signature

John Charman

John Charman
 Signature

 Signature

 Signature

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

The undersigned constituting all of the general partners of INTERSHOPZ.COM LIMITED
PARTNERSHIP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 800.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 800.00.

Signed this 11th day of June, 1999.

FURTHER AFFIANT SAYETH NOT.

*Under the 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.*

Estepona Investments, Inc.
By: John Charman, President



General Partner of Intershopz.com
a Florida Limited Partnership

General Partner

General Partner

General Partner

General Partner

General Partner