



THE UNITED STATES
CORPORATION
COMPANY

A99000001070

ACCOUNT NO. : 072100000032

REFERENCE : 293552 80318A

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : June 30, 1999

ORDER TIME : 4:16 PM

ORDER NO. : 293552-005

CUSTOMER NO: 80318A

CUSTOMER: David K. Cahoone, Esq
DAVID K. CAHOONE, ESQ
DAVID K. CAHOONE, ESQ
One Sarasota Tower, Ste 606
Two North Tamiami Trail
Sarasota, FL 34236

RECEIVED
JUN 30 1999
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JUN 30 PM 1:18

DOMESTIC FILING

NAME: FRANKBETH LIMITED
PARTNERSHIP

EFFECTIVE DATE:

300002920173--5

-07/01/99--01002--009

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

***1785.00 ***1785.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

BK 6/30/99

**CERTIFICATE OF LIMITED PARTNERSHIP OF
FRANKBETH LIMITED PARTNERSHIP**

a Florida Limited Partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 30 PM 1:18

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law, as set forth in Section 620.108 of the Florida Statutes, hereby state the following:

1. The name of the Limited Partnership is FRANKBETH LIMITED PARTNERSHIP.
2. The name and address of the Agent for service of process on the Partnership is Michael R. Pender, Jr., Cavanaugh & Co., 1605 Main Street, Suite 1100, Sarasota, FL 34236.
3. The name and business address of each General Partner is:

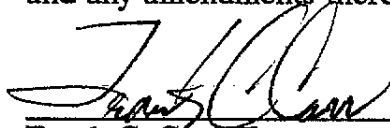
FRANK C. CARR and ELIZABETH F. CARR, Trustees,
or their successors in trust, under the CARR
FAMILY MANAGEMENT TRUST dated June 25, 1999
7467 Oak Moss Drive
Sarasota, FL 34241
4. The mailing address of the Partnership is 7467 Oak Moss Drive, Sarasota FL 34241. This is also the Partnership's principal office address.
5. The latest date upon which the Partnership shall dissolve is December 31, 2029.
6. The effective date of this Certificate of Limited Partnership shall be upon filing with the State of Florida, Department of State.


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 FRANKBETH LIMITED PARTNERSHIP, on June 25, 1999.

GENERAL PARTNER:

FRANK C. CARR and ELIZABETH F. CARR, Trustees, or their successors in trust, under the CARR FAMILY MANAGEMENT TRUST dated June 25, 1999, and any amendments thereto.


Frank C. Carr, Trustee


Elizabeth F. Carr, Trustee

Witness


David K. Cahoon, Witness

Address:

2 N. Tamiami Trail, Suite 606
Sarasota, FL 34236


Melissa Lord, Witness

Address:

2 N. Tamiami Trail, Suite 606
Sarasota, FL 34236

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 30 PM 1:18

ACCEPTANCE AND APPOINTMENT AS REGISTERED AGENT

Having been named as Statutory Registered Agent for FRANKBETH LIMITED PARTNERSHIP, a Florida Limited Partnership, in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:



Michael R. Pender, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 20 11 18

STATE OF FLORIDA

COUNTY OF SARASOTA

)
) ss.
)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 30 PM 1:18

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared FRANK C. CARR and ELIZABETH F. CARR, Trustees, under the CARR FAMILY MANAGEMENT TRUST, as General Partner of FRANKBETH LIMITED PARTNERSHIP, a Florida Limited Partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The total amount of capital contributions to the Partnership made by the Limited Partners is, in the aggregate, \$3,000,000.
2. At this time, it is not anticipated that additional capital contributions will be made by the Limited Partners.

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

GENERAL PARTNER:

FRANK C. CARR and ELIZABETH F. CARR, Trustees of the CARR MANAGEMENT TRUST dated June 25, 1999 and any amendments thereto




FRANK C. CARR, Trustee



ELIZABETH F. CARR, Trustee

Sworn and subscribed to before me by FRANK C. CARR and ELIZABETH F. CARR, Trustees, under the CARR FAMILY MANAGEMENT TRUST, as a General Partner, who are personally known to me, on June 25, 1999.

Witness my hand and seal.


Mary Ann Bassignani, Notary Public



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 30 PM 1:18