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PREVATT ENGLAND & TAYLOR

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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P. O. BOX 2920
TAMPA, FLORIDA 33601-2920

June 28, 1999

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS

409 E. Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

Re: Redstone III, Ltd.

000002918380--3
-06/29/99-01038-002
***1837.50 ***1837.50

Dear Secretary:

Enclosed herewith is a Certificate of Limited Partnership of Redstone II, Ltd. and Affidavit of Capital Contributions to Redstone II, Ltd. together with Redstone Resources & Funding Corp. check #2764 one in the amount of \$1,837.50 to cover the following:

Filing Fees	\$1,750.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

\$1,837.50

We would appreciate your filing the Certificate, certifying it, and returning it to us.

Sincerely,

Karen J. Prevatt

Karen J. Prevatt

KJP:mar
Enclosures

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CERTIFICATE OF LIMITED PARTNERSHIP OF

REDSTONE III, LTD.,

a Florida limited partnership

The undersigned general partner 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 Partnership is REDSTONE III, LTD.
2. The address of the office of the Partnership is 3801 South Nine Drive, Valrico, Florida 33594-8268.
3. The name and address of the agent for service of process on the Partnership is Bill Wimble, 3801 South Nine Drive, Valrico, Florida 33594-8268.
4. The names and business addresses of the general partner is as follows:

Redstone Resources & Funding Corp.
3801 South Nine Drive
Valrico, Florida 33594-8268
5. The mailing address of the Partnership is 3801 South Nine Drive, Valrico, Florida 33594-8268.
6. The latest date upon which the Partnership shall dissolve is December 31, 2003.
7. The effective date of this Certificate of Limited Partnership shall be June 30, 1999.

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.

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IN WITNESS WHEREOF, this certificate of Limited Partnership has been executed by the sole general partner of REDSTONE III, LTD., this 26th day of June, 1999.

General Partner:

REDSTONE RESOURCES & FUNDING CORP.

By Bill Wimble
Bill Wimble
Its: President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
BY BILL WIMBLE**

Having been named as registered agent for REDSTONE III, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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:

By Bill Wimble
Bill Wimble

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
TO REDSTONE III, LTD.**

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority appeared Bill Wimble, President of REDSTONE RESOURCES & FUNDING CORP., a Florida corporation, the sole general partner of REDSTONE III, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by each of the limited partners, in the aggregate, is as follows:

Cash Contributions in the aggregate amount of \$500,000.00;

Agreed Value of Property in the aggregate amount of \$0;

2. The amount of the additional capital contributions anticipated to be contributed by the limited partners, in the aggregate, is \$4,000,000.00.

FURTHER AFFIANT SAYETH NOT.

Under 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.

GENERAL PARTNER:

REDSTONE RESOURCES & FUNDING
CORP., a Florida Corporation

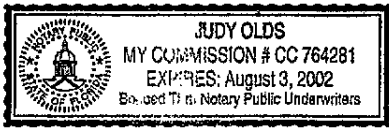
By: Bill Wimble
Bill Wimble, President

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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 27 day of June, 1999, by Bill Wimble, President of Redstone Resources & Funding Corp., a Florida Corporation, who is the sole general partner of Redstone III, Ltd., who is personally known to me or who has produced personally as identification and who did (did not) take an oath.



Judy Olds
Printed Name: Judy Olds
Notary Public
Serial Number (if any): CC764281
My Commission Expires: 8-3-2002

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