



THE UNITED STATES
CORPORATION
COMPANY

A99000001509

ACCOUNT NO. : 072100000032

REFERENCE : 373987 10259A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 14, 1999

ORDER TIME : 11:45 AM

ORDER NO. : 373987-005

CUSTOMER NO: 10259A

CUSTOMER: Kenneth G. Arsenault, Jr., Esq
ARSENAULT & REARDON, PA
ARSENAULT & REARDON, PA
Suite 2
10225 Ulmerton Road
Largo, FL 34641

200002986882--3
-09/14/99--01053--021
***1758.75 ***1758.75
200002986882--3
-09/14/99--01053--022
*****78.75 *****78.75

DOMESTIC FILING

NAME: SOUTHWEST LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

LP- 1785.00
CERT- 52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 17 PM 4:06

RECEIVED
99 SEP 14 PM 12:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

4
1839
50
78 75
1758 75
9/17/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 15, 1999

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SOUTHVEST LIMITED PARTNERSHIP
Ref. Number: W99000021251

RESUBMIT

Please give original
submission date as file date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 17 PM 4: 06

We have received your document for SOUTHVEST LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,837.50 payment.

On the affidavit, we need to know if the \$5,000,000.00 is in ADDITION to the \$750,000.00 already contributed, or if the \$5 million amount INCLUDES the \$750,000.00.

It is important that we understand what is the TOTAL AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 299A00045477

CERTIFICATE OF LIMITED PARTNERSHIP OF

SOUTHVEST LIMITED PARTNERSHIP

1. The name of the Limited Partnership is:

Southvest Limited Partnership

2. The address of the office and the name and address of the agent for service of process required to be maintained by Section 610.105, Florida Statutes, are:

Arsenault & Reardon, P.A., a Florida corporation
10225 Ulmerton Road, Suite 2
Largo, Florida 33771

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned accepts the appointment as registered agent for the limited partnership pursuant to Section 610.105, Florida Statutes.

ARSENAULT & REARDON, P.A.

Dated: September 13, 1999

By: 
KENNETH G. ARSENAULT, Jr, as President

3. The name and business address of each general partner is:

General Partner:

Business Address:

Southvest Management, Inc..

455 N. Indian Rocks Road
Belleair Bluffs, FL 33770

P99000080497

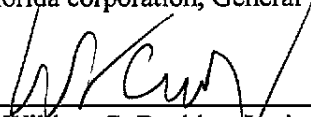
4. The mailing address of the limited partnership is:

Southvest Limited Partnership
455 N. Indian Rocks Road
Belleair Bluffs, FL 33770

5. The latest date upon which the limited partnership is to dissolve is December 31, 2019.

SOUTHVEST MANAGEMENT, INC.,
a Florida corporation, General Partner

Date: September 13, 1999

By: 
William G. Buckles, Jr., its President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 17 PM '99

AFFIDAVIT OF CAPITAL CONTRIBUTIONS TO
SOUTHVEST LIMITED PARTNERSHIP

FILED SEPTEMBER 17 PM 4:06
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

The undersigned, constituting all of the general partners of SOUTHVEST LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$750,000.00 and the total amount anticipated to be contributed by the limited partners at this time is \$5,000,000.00.

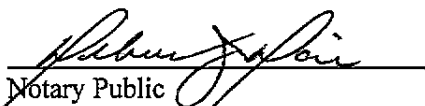
Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

FURTHER AFFIANT SAYETH NOT


WILLIAM G. BUCKLES, JR.

This 13th day of September —, 1999.

THE FOREGOING INSTRUMENT was subscribed, sworn to, and acknowledged before me this 13th day of September, 1999, by William G. Buckles, Jr. as President of Southvest Management, Inc, a Florida corporation as general partner of Southvest Limited partnership, a Florida Limited Partnership, who is personally known to me and who did take an oath.


Notary Public
My Commission Expires: June 21, 2000