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JEFFREY S. SCHELLING, P.A.

Jeffrey S. Schelling, Esq.

Attorney at Law

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Timothy J. Cotter, Esq.

Of Counsel

September 30, 1999

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-10/06/99-01053-002

\*\*\*1837.50 \*\*\*1837.50

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re: Parkway Promenade One, Ltd.

To the Secretary of State:

Enclosed please find the following items relating to the above-referenced Limited partnership:

1. Original and one copy of the Certificate of Limited Partnership;
2. Affidavit of Capital Contributions;
2. Check made payable to the Florida Secretary of State in the amount of \$1,837.50 for the following:

A.	Filing Fee of \$1,750.00	
	with Capital of \$400,000.00	\$1,750.00
B.	Certified copy of Certificate	52.50
C.	Designation of Registered Agent	35.00
	Total	\$1,837.50

Kindly forward the certified copy of the Articles to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,

Jeffrey S. Schelling

Enclosures

99 OCT -6 PM 3:25  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

AL

**CERTIFICATE OF LIMITED PARTNERSHIP**

**of**

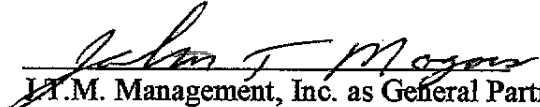
**PARKWAY PROMENADE ONE, LTD.**

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 states the following:

1. The name of the Partnership is PARKWAY PROMENADE ONE, LTD.
2. The address of the office of the Partnership is:  
4100 Corporate Square #105  
Naples, Florida 34104
3. The name and address of the agent for service of process on the Partnership is:  
Jeffrey S. Schelling, Esq.  
Jeffrey S. Schelling, P.A.  
3227 South Horseshoe Drive, #108  
Naples, Florida 34104
4. The name and business address of the General Partner is as follows:  
J. T. M. Management, Inc., a Florida Corporation  
4100 Corporate Square #105  
Naples, Florida 34104
5. The mailing address for the Partnership is:  
4100 Corporate Square #105  
Naples, Florida 34104
6. The latest date upon which the Partnership shall dissolve is December 31, 2099.

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 and correct.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership for PARKWAY PROMENADE ONE, LTD., on this 30 day of July, 1999.

  
J.T.M. Management, Inc. as General Partner  
By: John T. Magocs as President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of July 1999, by J.T.M. Management, Inc. as General Partner, By: John T. Magocs as President, who is personally known to me [ ] or who has produced satisfactory evidence of identification.



JEFF SCHELLING  
My Commission CC561818  
Expires Jun. 17, 2000

[Signature]  
Notary Public

Typed Name of Notary Public

My commission expires:

Type of Identification

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CERTIFICATE OF LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN THE CERTIFICATE OF LIMITED PARTNERSHIP, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF CHAPTER 608 OF THE FLORIDA STATUTES.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT - 6 PM 3:25

Jeffrey S. Schelling, P.A.  
Attorney at Law  
Jeffrey S. Schelling, Esq.  
As Registered Agent for  
Parkway Promenade One, Ltd.  
3227 South Horseshoe Drive  
Suite 108  
Naples, Florida 34104

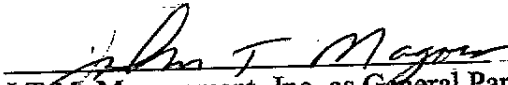
[Signature]  
By Jeffrey S. Schelling  
FL Bar No. : 899630

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

The undersigned sole General Partner of PARKWAY PROMENADE ONE, LTD., a Florida Limited Partnership, hereby certifies:

1. The amount of capital contributions to date of the limited partners is \$392,500.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$392,500.00.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit of Capital Contributions for PARKWAY PROMENADE ONE, LTD., a Florida Limited Partnership on this 30 day of July, 1999.

  
J.T.M. Management, Inc. as General Partner  
By: John T. Magocs as President

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30 day of July 1999, by J.T.M. Management, Inc. as General Partner, By: John T. Magocs as President, who is personally known to me [ ] or who has produced satisfactory evidence of identification.



JEFF SCHELLING  
My Commission CC561816  
Expires Jun. 17, 2000

  
Notary Public

Typed Name of Notary Public  
My commission expires:

Type of Identification

99 OCT -6 PM 3:25

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS