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OF COUNSEL

J. DANFORTH BROWNE
CHARLES F. CLARK
(1918 - 1998)

November 3, 1999

Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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***1785.00 ***1785.00

Re: Holly Hill, Ltd.

Ladies and Gentlemen:

Enclosed for filing are the following documents for the above limited partnership:

1. Certificate of Limited Partnership
2. Affidavit of Capital Contributions
3. Acceptance of Designation as Registered Agent

Our firm check in the amount of \$1,785.00 is enclosed for your filing fees.

You may contact the undersigned at (813) 226-1877 should you have any questions or need additional information.

Thank you for your assistance.

Very truly yours,



Robert W. Clark

RWC:

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP1. HOPE HILL, LTD.

(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 823 S. Edison Avenue, Tampa, FL 33606

(Business address of Limited Partnership)

3. Robert W. Clark

(Name of Registered Agent for Service of Process)

100 N. Tampa Street, Suite 2120
Tampa, FL 33602

4.

(Florida street address for Registered Agent)

5.

(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 823 S. Edison Avenue, Tampa, FL 33606

(Mailing Address of the Limited Partnership)

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TALLAHASSEE, FLORIDA

7. The latest date upon which the Limited Partnership is to be dissolved is: _____

8. Name(s) of general partner(s):

Street address:

Sargon, Inc.823 S. Edison Avenue, Tampa, FL 33606

Under 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.

Signed this 3rd day of November19 99

Signature of all general partners:

SARGON, IncBy: Robert W. Clark PresidentGeneral PartnerGeneral PartnerGeneral PartnerGeneral PartnerGeneral PartnerGeneral Partner

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

The undersigned constituting all of the general partners of HOPE HILL, LTD.

a Florida Limited Partnership, certify:

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

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 250,000

Signed this 3rd day of November, 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.

Sargon Inc.

by: Tyson Rich President
General Partner Sargon Inc.

General Partner

General Partner

General Partner

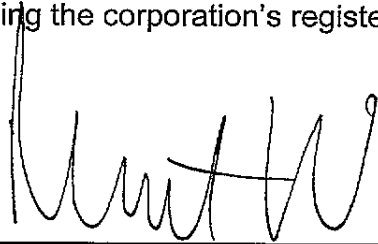
General Partner

General Partner

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent for HOPE HILL, LTD., in its Articles of Amendment, hereby accepts such designation and agrees to comply with the provisions relative to keeping the corporation's registered office open.



ROBERT W. CLARK
100 North Tampa Street
Suite 2120
Tampa, Florida 33602
Registered Agent

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TALLAHASSEE, FLORIDA