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**LEFTER, CUSHMAN & WILKINSON, P.A.**

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J. BAIRD LEFTER  
G. BARRY WILKINSON

OF COUNSEL  
THOMAS R. CUSHMAN  
ALICE L. CUSHMAN  
RICK W. SADOFF

December 17, 1999

**VIA UNITED PARCEL SERVICE**

Florida Department of State  
Division of Corporations  
Domestic Charter Section  
409 East Gaines Street  
Tallahassee, Florida 32301

000003075550--8  
-12/20/99--01113--014  
\*\*\*1837.50 \*\*\*1837.50

Re: Barbara Rogers Family Properties, LTD.

Gentlemen:

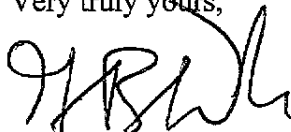
Enclosed are duplicate originals of the Certificate of Limited Partnership for Barbara Rogers Family Properties, LTD. together with our check for \$1750.00 representing the following:

Filing Fee	\$ 1,750.00
Certified copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	\$1,837.50

Please file this Certificate immediately upon receipt and return a certified copy to our office.

If you have any questions or if there is a problem with the filing, please telephone this office before returning the documents. Your prompt attention to this matter is appreciated.

Very truly yours,

  
G. Barry Wilkinson

GBW:pb

Enclosures

FILED  
59 DEC 20 PM 1:22  
TALLAHASSEE, FLORIDA

lc

CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
BARBARA ROGERS FAMILY PROPERTIES, LTD.

In accordance with Florida Statute 620.108, BARBARA ROGERS FAMILY PROPERTIES, LTD., hereby tenders its Certificate of Limited Partnership. This Certificate of Limited Partnership, dated as of the 17th day of December, 1999, by the General Partner, BARBARA ROGERS PROPERTIES, INC., (hereinafter referred to as "The Corporation").

1. Name. The name of the Partnership is BARBARA ROGERS FAMILY PROPERTIES, LTD.

2. The Address of the Business. The location of and the mailing address of the business of the Partnership is 949 41st Avenue North, St. Petersburg, FL 33703.

3. General Partner's Name and Address. The name and address of the General Partner is:

*999-103892*

Barbara Rogers Properties, Inc.  
949 41st Avenue North  
St. Petersburg, FL 33703

4. Registered Office and Agent. The registered office of the Partnership is c/o Lefter, Cushman & Wilkinson, P.A., 696 First Avenue North, Suite 201, St. Petersburg, Florida 33701. The registered agent for service of legal process on the Partnership is G. Barry Wilkinson at such registered office.

5. Latest Date of Termination. This term of the Partnership shall commence as of the date hereof and shall terminate December 31, 2029, unless sooner terminated in accordance with law or the limited partnership agreement.

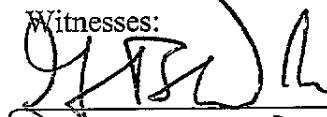
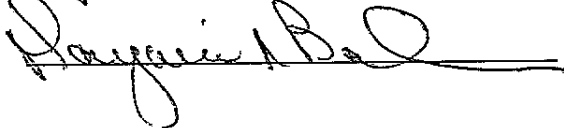
6. Filing of Certificate. This Certificate shall be filed with the Department of State, State of Florida in accordance with the Florida Limited Partnership Law (as amended).

7. Affidavit of Limited Partner Capital. The amount of the capital contributions of the limited partners and the amount reasonably anticipated to be contributed by the limited partners is attached as Exhibit "A".

FILED  
RECORDED  
DEC 20 1999  
ALBANY, FL

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership of BARBARA ROGERS FAMILY PROPERTIES, LTD., to be executed as of the day and year first above written.

BARBARA ROGERS PROPERTIES, INC.  
a Florida corporation

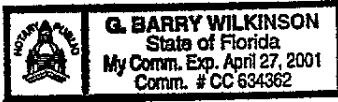
Witnesses:  
  


By: Barbara M. Rogers  
BARBARA M. ROGERS, President

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared BARBARA M. ROGERS, as President of BARBARA ROGERS PROPERTIES, INC., a Florida corporation, as General Partner, on behalf of the corporation, who after being duly sworn, deposes and says that she has executed the foregoing Certificate of Limited Partnership freely and voluntarily and for the purposes therein expressed.

SWORN to and subscribed before me this 17<sup>th</sup> day of December, 1999.



*[Handwritten Signature]*

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 4/27/2001

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99 DEC 20 PM 1:22  
NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

EXHIBIT "A"

AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me this day personally appeared BARBARA M. ROGERS, as President of BARBARA ROGERS PROPERTIES, INC., a Florida corporation, the General Partner of BARBARA ROGERS FAMILY PROPERTIES, LTD., the Limited Partnership, who, being first duly sworn, deposes and says:

1. This Affidavit is made pursuant to Florida Statute 620.108(1) for the purposes expressed therein.
2. The amount of capital contributions of the limited partners of BARBARA ROGERS FAMILY PROPERTIES, LTD., is Three Million Nine Hundred Two Thousand Five Hundred Ninety Six and 93/100 Dollars (\$3,902,596.93) and the total amount anticipated to be contributed by the limited partners shall not exceed Five Million and No/100 Dollars (\$5,000,000.00).
3. The fees due and paid in full to the Department of State under Florida Statute 620.182(2) for filing its original certificate of limited partnership are One Thousand Seven Hundred Fifty and 00/100 Dollars (\$1,750.00).

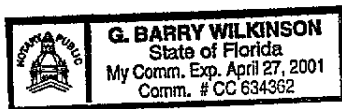
GENERAL PARTNER:

BARBARA ROGERS PROPERTIES, INC.  
a Florida corporation

By: Barbara M. Rogers  
BARBARA M. ROGERS, President

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CLERK OF COUNTY CLERK  
PINELLAS COUNTY FLORIDA

Sworn to and subscribed before me this 17<sup>th</sup> day of December, 1999, by BARBARA M. ROGERS, as President of BARBARA ROGERS PROPERTIES, INC., on behalf of the corporation, who is personally known.



[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 4/27/2001

AUTHORIZATION AND APPROVAL FOR USE OF NAME

BARBARA ROGERS PROPERTIES, INC., a Florida corporation, hereby authorizes the formation of a limited partnership to be named "BARBARA ROGERS FAMILY PROPERTIES, LTD.," of which BARBARA ROGERS PROPERTIES, INC., shall be one of its general partners.

DATED this 17<sup>th</sup> day of December, 1999.

BARBARA ROGERS PROPERTIES, INC.  
a Florida corporation

By: Barbara M. Rogers  
BARBARA M. ROGERS, President

ATTEST:

Barbara M. Rogers  
BARBARA M. ROGERS, Secretary


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TAMMISSE, FLORIDA

BARBARA ROGERS FAMILY PROPERTIES, LTD.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Partnership at a place designated in this Certificate of Limited Partnership, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.061, Florida Statutes, relative to keeping open said office for service of process.

DATED this 17th day of December, 1999.



\_\_\_\_\_  
G. BARRY WILKINSON  
Registered Agent

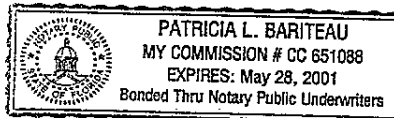
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared G. BARRY WILKINSON, who, after being duly sworn, deposes and says that he has executed the foregoing Acceptance By Registered Agent freely and voluntarily and for the purposes therein expressed.

SWORN to and subscribed before me this 17 day of December, 1999

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



FILED  
99 DEC 17 PM 1:22  
COUNTY OF PINELLAS  
STATE OF FLORIDA