



THE UNITED STATES
CORPORATION
COMPANY

A990VV002252

ACCOUNT NO. : 072100000032

REFERENCE : 532695 4323655

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 29, 1999

ORDER TIME : 11:58 AM

ORDER NO. : 532695-005

CUSTOMER NO: 4323655

CUSTOMER: Peter Kelly, Esq
ANNIS MITCHELL COCKEY EDWARDS
ANNIS MITCHELL COCKEY EDWARDS
Post Office Box 3433

Tampa, FL 33601

600003083586--6

-12/29/99--01090--006

***1785.00 ***1785.00

DOMESTIC FILING

NAME: ZAMBITO FAMILY LIMITED
PARTNERSHIP

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 29 PM 2:28

RECEIVED

JK 12/24/99

**CERTIFICATE OF
LIMITED PARTNERSHIP OF
ZAMBITO FAMILY LIMITED PARTNERSHIP**

99 DEC 29 PM 3:21
CLERK OF COURT
HILLSBORO COUNTY, FLORIDA

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. ***Name of Partnership.*** The name of the Partnership shall be ZAMBITO FAMILY LIMITED PARTNERSHIP.

2. ***Address of Recordkeeping Office; Agent for Service of Process.*** The records to be kept pursuant to *Florida Statute* Section 620.106 shall be located at 201 N. Franklin St., Suite 2200, Tampa, Florida 33602, and the name of the Partnership's agent for service of process at said address is Peter J. Kelly, Esq.

3. ***Name and Business Address of the General Partners.*** The names and addresses of the General Partners are as follows:

<u>Name</u>	<u>Address</u>
Nelson P. Zambito	3602 Berger Road, Lutz, FL 33549
Pauline P. Zambito	3602 Berger Road Lutz, FL 33549

4. ***Mailing Address for the Limited Partnership.*** The mailing address for the Limited Partnership shall be located at 3602 Berger Road, Lutz, Florida 33549.

5. ***Term.*** The term for which the Partnership is to exist shall be fifty (50) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for ZAMBITO FAMILY LIMITED PARTNERSHIP.

DATED this 10th day of DECEMBER, 1999.

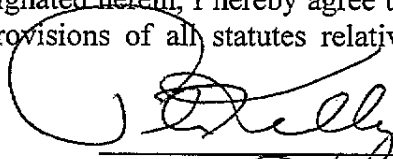
GENERAL PARTNERS:


NELSON P. ZAMBITO


PAULINE P. ZAMBITO

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, 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.



Print Name: Peter Kelly

99 DEC 29 PM 3:21
CLERK OF COURT
STATE OF TEXAS
COUNTY OF DALLAS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, NELSON P. ZAMBITO, as a general partner of ZAMBITO FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certifies as follows:

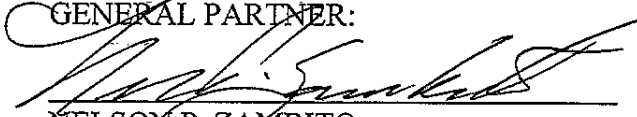
1. The limited partners have contributed \$ 100.00 of capital to the Partnership.
2. It is anticipated that \$ 4,500,000.00 of additional capital shall be contributed by the limited partners in the future.

This 10 day of December, 1999.

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:


NELSON P. ZAMBITO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of DECEMBER, 1999, by NELSON P. ZAMBITO, as general partner of Zambito Family Limited Partnership, on behalf of the limited partnership, who is personally known to me or who has produced FL. DRIVER'S LICENSE as identification and who did take an oath.



LYNNE E HENNESSY
My Commission CC525205
Expires Jan. 17, 2000


NOTARY PUBLIC

Name: LYNNE E. HENNESSY

Commission No. _____

My Commission Expires: _____

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