



THE UNITED STATES
CORPORATION
COMPANY

A 00000000637

ACCOUNT NO. : 072100000032

REFERENCE : 656274 4351925

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 10, 2000

ORDER TIME : 10:46 AM

ORDER NO. : 656274-005

CUSTOMER NO: 4351925

CUSTOMER: Frank J. Yong, Esq
CONE YONG STEWART & HOUSTON,
CONE YONG STEWART & HOUSTON,
P.o. Box 4550

Jacksonville, FL 32201

DOMESTIC FILING

NAME: BILL & BONNIE HUNTLEY
INVESTMENTS, LTD.

100003201281--6
-04/10/00--01065--010
***1837.50 ***1837.50

EFFECTIVE DATE:

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: Christine Lillich

EXAMINER'S INITIALS:

FIELD STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 APR 13 PM 1:55

RECEIVED
00 APR 10 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MR 4/13/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 11, 2000

CHRISTINE LILICH
CSC NETWORKS
TALLAHASSEE, FL

RESUBMIT

Please give original
~~submission date as file date.~~
CRL

RECEIVED
DIVISION OF CORPORATIONS
00 APR 13 PM 1:55

SUBJECT: BILL & BONNIE HUNTLEY INVESTMENTS, LTD.
Ref. Number: W00000009562

We have received your document for BILL & BONNIE HUNTLEY INVESTMENTS, LTD. 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.

In Item 6, you state the INITIAL CONTRIBUTION amount. You must go on to state the TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION AMOUNT. If no additional contributions are anticipated beyond the initial \$6 million, you could simply add "NO ADDITIONAL LIMITED PARTNER CONTRIBUTIONS ARE ANTICIPATED."

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: 200A00019736

RECEIVED
00 APR 13 PM 12:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

BILL & BONNIE HUNTLEY INVESTMENTS, LTD.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 1:55

The undersigned general partner files this Certificate of Limited Partnership of BILL & BONNIE HUNTLEY INVESTMENTS, LTD. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

.1. **NAME.** The name of the limited partnership is BILL & BONNIE HUNTLEY INVESTMENTS, LTD.

.2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** Post Office Drawer 1319, Palatka, Florida 32178.

.3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** FRANK J. YONG, whose business address is 1050 Riverside Avenue, Post Office Box 4550, Jacksonville, Florida 32201.

.4. **NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:**

NAME

ADDRESS

Bill & Bonnie Huntley, Inc.

Route 1 Box 826

East Palatka, Florida 32177

997000035832

.5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:** when this Certificate is filed with the Secretary of State.

.6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2050.

.7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$6,000,000.00. The additional contribution anticipated is \$4,000,000 for a total amount of \$10,000,000.

.8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 1:55

.8.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

.8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

.8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 5th day of April, 2000.

Bill & Bonnie Huntley, Inc.
General Partner

By: W. T. Huntley
W. T. Huntley, President

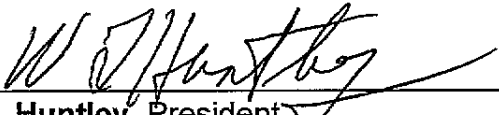
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 1:55

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

BILL & BONNIE HUNTLEY INVESTMENTS, LTD., desiring to organize or qualify under the laws of the State of Florida hereby designates **FRANK J. YONG** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be **1050 Riverside Avenue, Post Office Box 4550, Jacksonville, Florida 32201**.

DATED this 5th day of April, 2000.



W.T. Huntley, President
Bill & Bonnie Huntley, Inc.-General Partner

Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 5th day of April, 2000.



FRANK J. YONG