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July 10, 2000

Secretary of State
ATTN: LIMITED PARTNERSHIPS
409 E. Gaines Street
Tallahassee, FL 32399

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-07/14/00--01046--012
***1800.00 ***1800.00

RE: M & H Limited Partnership

Dear Sir or Madam:

A-1141

Enclosed please find the following documents for filing in conjunction with the above referenced partnership:

Certificate of Limited Partnership (original and one copy);
Affidavit of Capital Contributions (original and one copy)

together with a check in the sum of \$1,800.00 representing payment of the filing fee, and registered agent fee.

If you have any questions regarding this matter, please contact our office.

Very truly yours,

HOVIS, BOYETTE & CRAWFORD, P.A.

Wade Boyette

Wade Boyette

KWB/jcg
Enclosures

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FILED
00 JUL 14 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF
LIMITED PARTNERSHIP OF
M & H LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners, hereby execute 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 M & H 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 9625 Ambleside Drive, Windermere, FL 34786, and the name of the Partnership's agent for service of process is Larry Barnes, and the street address of the registered agent is 9625 Ambleside Drive, Windermere, FL 34786.

3. **Name and Business Address of the General Partners.**

(a) The names and addresses of the General Partners are:

<u>Name</u>	<u>Address</u>
Larry Barnes	9625 Ambleside Drive Windermere, FL 34786
Carol Barnes	9625 Ambleside Drive Windermere, FL 34786

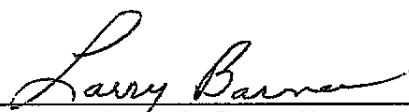
4. **Mailing Address for the Limited Partnership.** The mailing address for the Limited Partnership shall be 9625 Ambleside Drive, Windermere, FL 34786.

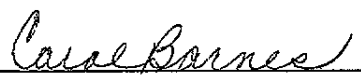
5. **Term.** The term for which the Partnership is to exist shall be from the filing of this Certificate in the Office of the Secretary of State of the State of Florida until the 31st day of December, 2040, unless sooner terminated in accordance with the Limited Partnership for M & H LIMITED PARTNERSHIP.

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CLERK OF STATE
TALLAHASSEE FLORIDA

DATED this 5 day of July, 2000.

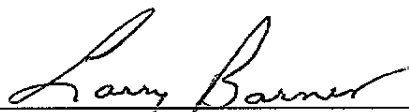
Under the penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.


LARRY BARNES, General Partner


CAROL BARNES, General Partner

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.


LARRY BARNES

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TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the general partners of M & H LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies as follows:

1. To date, the amount of capital contribution of the limited partners is \$320,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 320,000.00.

DATED this 5th day of July, 2000.

Under the penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

Larry Barnes
LARRY BARNES, General Partner

Carol Barnes
CAROL BARNES, General Partner

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TALLAHASSEE FLORIDA