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CAUTHEN & FELDMAN, P.A.

Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778-3200
(352) 343-2225
FAX (352) 343-7759

William H. Cauthen
H. John Feldman

J. Carter Perkins,
of Counsel

July 28, 2000

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-07/31/00--01134--011
***1810.00

Re: Bronson Enterprises, LLLP

Dear Clerk:

Enclosed is an original and one copy of the following documents for filing:

1. Certificate of Limited Partnership of Bronson Enterprises, LLLP;
 2. Affidavit of Capital Contributions;
 3. Statement of Qualification for Florida Limited Liability Limited Partnership;
- and

Also enclosed is a check in the amount of \$1,810.00 for filing and resident agent fees.

I would appreciate your returning file-stamped copies to me as quickly as possible. In addition, I would appreciate your faxing a filing confirmation to the above-referenced fax number.

Please do not hesitate to contact Betty in our office if you have any questions.

Very truly yours,

CAUTHEN & FELDMAN, P.A.

William H. Cauthen

WHC/bjd

Enclosures

cc: Mr. and Mrs. John W. Bronson

FILED
00 JUL 31 10:01
TALLAHASSEE, FLORIDA

CERTIFICATE OF
LIMITED PARTNERSHIP OF
BRONSON ENTERPRISES, LLLP

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 BRONSON ENTERPRISES, LLLP.

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 2200 Old Vineland Road, Kissimmee, FL 34746, and the name of the Partnership's agent for service of process is JOHN W. BRONSON, and the address of the registered agent is 2200 Old Vineland Road, Kissimmee, FL 34746.

3. Name and Business Address of the General Partners.

(a) The name and address of the General Partners are:

<u>Name</u>	<u>Address</u>
JOHN W. BRONSON, Trustee of the JOHN W. BRONSON FAMILY TRUST dated <u>July 27, 2000</u>	2200 Old Vineland Road Kissimmee, FL 34746
EVELYN D. BRONSON, Trustee of the EVELYN D. BRONSON FAMILY TRUST dated <u>July 27, 2000</u>	2200 Old Vineland Road Kissimmee, FL 34746


4. Mailing Address for the Limited Partnership. The mailing address for the Limited Partnership shall be 2200 Old Vineland Road, Kissimmee, FL 34746.

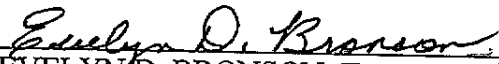
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10 JUL 31 PM 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, 2050, unless sooner terminated in accordance with the Limited Partnership for BRONSON ENTERPRISES, LLLP.

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.

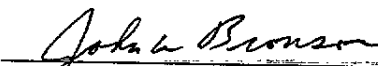
DATED this 27th day of July, 2000.


JOHN W. BRONSON, Trustee of the JOHN W.
BRONSON FAMILY TRUST 7/27/00


EVELYN D. BRONSON, Trustee of the EVELYN
D. BRONSON FAMILY TRUST dated 7/27/00

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.


JOHN W. BRONSON

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the general partners of BRONSON ENTERPRISES, LTD., a Florida Limited Partnership, certify as follows:

1. To date, the amount of capital contribution of the limited partners is \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,000,000.00.

DATED this 27th 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.

John W. Bronson
JOHN W. BRONSON, Trustee of the JOHN W. BRONSON FAMILY TRUST dated July 27, 2000

Evelyn D. Bronson
EVELYN D. BRONSON, Trustee of the EVELYN D. BRONSON FAMILY TRUST dated July 27, 2000

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STATE OF FLORIDA
TALLAHASSEE