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Please call Angie Larson @ (904) 356-2600 if there are any questions regarding this filing.
Thanks, Angie

FLORIDA LIMITED PARTNERSHIP

R.E.C. Asset Management, LLLP

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Please Note: the Statement of Qualification is immediately following.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP OF
R.E.C. ASSET MANAGEMENT, LLLP
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is R E.C. Asset Management, LLLP.
2. The address of the office of the Partnership is c/o Robert E. Claypoole, 3211 Old Barn Court, Ponte Vedra Beach, Florida 32082.
3. The name and address of the agent for service of process on the Partnership is Robert E. Claypoole, 3211 Old Barn Court, Ponte Vedra Beach, Florida 32082.
4. The names of the general partners are:
 - A. The Robert E. Claypoole Living Trust, dated March 19, 2002; and
 - B. The Nancy P. Claypoole Living Trust, dated March 19, 2002.

The address of the general partners is: 3211 Old Barn Court, Ponte Vedra Beach, Florida 32082.

5. The mailing address of the Partnership is 3211 Old Barn Court, Ponte Vedra Beach, Florida 32082.
6. The latest date upon which the Partnership shall dissolve is December 31, 2052.
7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by its general partner

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

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all general partners of R.E.C. Asset Management, LLLP this 30 day of July, 2002.

THE ROBERT E. CLAYPOOLE LIVING
TRUST, DATED MARCH 19, 2002

Robert E. Claypoole
Robert E. Claypoole, Trustee

Nancy P. Claypoole
Nancy P. Claypoole, Trustee

THE NANCY P. CLAYPOOLE LIVING
TRUST, DATED MARCH 19, 2002

Nancy P. Claypoole
Nancy P. Claypoole, Trustee

Robert E. Claypoole
Robert E. Claypoole, Trustee

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02 SEP 21 AM 10:33
SECRETARY OF STATE
DIVISION OF CORPORATIONS**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**
R.E.C. ASSET MANAGEMENT, LLLP

BEFORE US, the undersigned authorities, personally appeared Robert E. Claypoole and Nancy P. Claypoole, Trustees of The Robert E. Claypoole Living Trust, dated March 19, 2002 and Nancy P. Claypoole and Robert E. Claypoole, Trustees of The Nancy P. Claypoole Living Trust, dated March 19, 2002, constituting all general partners of R.E.C. Asset Management, LLLP, a Florida limited partnership, hereinafter referred to as the "Partnership," the address for which is 3211 Old Barn Court, Ponte Vedra Beach, Florida 32082, who, upon being duly sworn, certify as follows:

1. The amount of initial capital contributions to the Partnership by the limited partners is \$978,120.00.
 2. The amount anticipated to be contributed by the limited partners is \$0.00.
- FURTHER AFFIANTS SAITH 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.

THE ROBERT E. CLAYPOOLE LIVING
TRUST, DATED MARCH 19, 2002

Robert E. Claypoole
Robert E. Claypoole, Trustee

Nancy P. Claypoole
Nancy P. Claypoole, Trustee

STATE OF FLORIDA
COUNTY OF St Johns

The foregoing instrument was acknowledged before me this 30 day of July, 2002, by Robert E. Claypoole and Nancy P. Claypoole, as Trustees of the Robert E. Claypoole Living Trust, dated March 19, 2002, who are personally known to me or who have produced a driver's license as identification.

Robin H. Eumden
Notary Public, State of Florida
Commission No. CC963811
Commission Expires: 9/25/04



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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.

THE NANCY P. CLAYPOOLE LIVING
TRUST, DATED MARCH 19, 2002

Nancy P. Claypoole
Nancy P. Claypoole, Trustee

Robert E. Claypoole
Robert E. Claypoole, Trustee

STATE OF FLORIDA

COUNTY OF St Johns

The foregoing instrument was acknowledged before me this 30 day of July, 2002, by Nancy P. Claypoole and Robert E. Claypoole, as Trustees of The Nancy P. Claypoole Living Trust, dated March 19, 2002, who are personally known to me or who have produced a driver's license as identification.

Robin H. Lumsden
Notary Public, State of Florida
Commission No. CC963811
Commission Expires 9/25/04



Robin H. Lumsden
MY COMMISSION # CC963811 EXPIRES
September 25, 2004
UNITED FIDELITY & BOND INSURANCE, INC.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for R.E.C. Asset Management, LLLP, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Dated this 30 day of July, 2002.

Robert E. Claypoole
Robert E. Claypoole

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SECRETARY OF STATE
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