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TALLAHASSEE, FL 32301-2607

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PRENICE HULL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 060536 112603A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 1837.50

ORDER DATE : August 21, 1996

ORDER TIME : 10:44 AM

ORDER NO. : 060536

000001828770

CUSTOMER NO: 112603A

CUSTOMER: Robert F. Vason, Jr., Esq
ROBERT F. VASON, JR., P.A.

P. O. Box 1430

Mount Dora, FL 32757

DOMESTIC FILING

NAME: LAKE HARRIS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 21 PM 2:19

W. Vason

RECEIVED
96 AUG 21 PM 12:07
DIVISION OF CORPORATIONS

BK 8/21/96

**LAKE HARRIS, LTD.
AFFIDAVIT & CERTIFICATE OF LIMITED PARTNERSHIP**

STATE OF FLORIDA
COUNTY OF LAKE

THE UNDERSIGNED, being duly sworn and desiring to form a limited partnership pursuant to the Uniform Limited Partnership Act, as currently adopted in the State of Florida, being duly sworn, hereby make, acknowledge, and file this Certificate of Limited Partnership.

WITNESSETH:

1. NAME OF PARTNERSHIP:

The name of the Partnership is:

LAKE HARRIS, LTD.

2. CHARACTER OF BUSINESS:

The business and purpose of the Partnership is to acquire, own, develop and market certain real property located in Lake County, Florida, and to sell, exchange, and otherwise deal in and with the real property, inventory, merchandise, furniture, fixtures or any part thereof, and to carry on such other activities in furtherance of said purpose as are not prohibited by law.

3. LOCATION OF PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS:

The principal place of business of the Partnership shall initially be 13341 Southridge Industrial Drive, Tavares, Florida 32778, or at such other place or places as the General Partner, may, from time to time determine.

4. NAME AND PLACE OF RESIDENCE OF PARTNERS:

(a) The name and address of the General Partner is:

LAKE HARRIS RIDGE, INC.
13341 Southridge Industrial Drive
Tavares, Florida 32778

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(b) The names and addresses of the initial Limited Partners are as follows:

RICHARD BAUGH
13341 Southridge Industrial Drive
Tavares, Florida 32778

JACK K. AUSTIN
Post Office Box 480
Umatilla, Florida 32784

WILLIAM M. RHODES
38430 Timberlane Drive
Umatilla, Florida 32784

EDUARDO CHAVARRIA FERRARO
STO 1483
Post Office Box 025216
Miami, Florida 33102-5216

5. **TERM:**

The Partnership shall commence on the 21st day of August, 1996, and shall continue until the 31st day of December, 2011, unless sooner terminated.

6. **CONTRIBUTION OF LIMITED PARTNERS:**

Each Limited Partner will contribute a sum equal to no less than \$1,000.00 to the capital of the Partnership, the capital of the Partnership attributable to Limited Partners being comprised of \$1,000,000.00 divided into 1,000 units of \$1,000.00 each, subject to subsequent amendment permitting issuance of additional limited partnership interests by agreement between the General Partner and a majority in interest of the Limited Partners. Notwithstanding the foregoing, not more than 35 non-accredited investors may be admitted to the Partnership as Limited Partners during any consecutive 12 month period.

7. **ADDITIONAL CONTRIBUTIONS:**

No contributions other than those referred to in Paragraph 6 shall be required of Limited Partners, the units of limited partnership being irrevocably deemed non-assessable.

8. **RETURN OF CONTRIBUTIONS:**

The contribution of each Partner is to be returned after termination of the Partnership and liquidation of its assets.

9. **DIVISION OF PROFITS:**

Profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Partnership Agreement.

10. ASSIGNEE OF LIMITED PARTNER:

No Limited Partner shall have a right to substitute an assignee as a contributor in his place without the prior written consent of the General Partner and as provided in the Partnership Agreement.

11. ADDITIONAL LIMITED PARTNER:

No additional Limited Partners may be admitted, except with the consent of the General Partner and in accordance with the Partnership Agreement.

12. RIGHT OF PRIORITY.

No Limited Partner shall have the right of priority over any other Limited Partner with respect to contributions or with respect to compensation by way of income.

13. CONTINUATION OF BUSINESS OF PARTNERSHIP:

In the event of the death, incompetency, bankruptcy, or retirement of the General Partner, the business of the Partnership shall be continued by a new General Partner selected by the Limited Partners; however, if the Limited Partners do not admit a new General Partner or Partners to the Partnership within 90 days thereafter, the business will not continue and the Partnership will terminate as provided in the Partnership Agreement.

14. RETURN OF CONTRIBUTION OTHER THAN CASH:

No Limited Partner shall have the right to demand and receive property other than cash in return for his contribution; however, in the sole discretion of the General Partner, there may be distributions in kind if deemed desirable by the General Partner.

15. REGISTERED AGENT:

The name of the initial Registered Agent for the Limited Partnership is Robert F. Vason, Jr., and the street address of the initial registered office for the Limited Partnership is 225 West Fifth Avenue, Mount Dora, Florida 32757. The mailing address of the Limited Partnership's Registered Agent is Post Office Box 1430, Mount Dora, Florida 32757.

IN WITNESS WHEREOF, the Subscribers and Registered Agent have hereunto set their hands and seals, effective as of the 20th day of August, 1996.

Signed, sealed and delivered in the presence of:

Doris G. Isted
Print: Doris G. Isted

Cynthia H. Stairs
Print: Cynthia H. Stairs

General Partner:
LAKE HARRIS RIDGE, INC.


BY: [Signature]
RICHARD BAUGH, President

Attest: [Signature]
WILLIAM M. RHODES,
Secretary

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 20th day of August, 1996 by RICHARD BAUGH, as President of LAKE HARRIS RIDGE, INC.

- (✓) who is personally known to me and did not take an oath.
- () who has produced _____ as identification and did take an oath stating he was indeed the person set forth herein.


 B. ARGENZIANO
 Notary Public, State of Florida
 Commission No. CC 296397
 My Commission Expires 7/29/97
 Bonded Through Fla. Notary Service & Bonding Co.

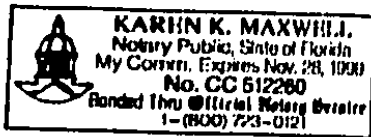
B. Argenziano
 NOTARY PUBLIC B. ARGENZIANO
 (Type or Print Notary Name)
 Serial No., if any CC 296397
 My Commission Expires: July 29, 1997

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 SECRETARY OF CORPORATIONS
 DIVISION
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STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 20th day of August, 1996 by WILLIAM M. RHODES, as Secretary of LAKE HARRIS RIDGE, INC.,

- (X) who is personally known to me and did not take an oath.
() who has produced _____ as identification and did take an oath stating he was indeed the person set forth herein.



Karen K. Maxwell

NOTARY PUBLIC-

(Type or Print Notary Name)

Serial No., if any _____

My Commission Expires: _____

Signed, sealed and delivered
in the presence of:

Karen K. Maxwell
Print: Karen K. Maxwell

Grace C. Lindsay
Print: Grace C. Lindsay

REGISTERED AGENT:

Robert F. Vason, Jr.
ROBERT F. VASON, JR.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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