



THE UNITED STATES
CORPORATION
COMPANY

A97000002799

ACCOUNT NO. : 072100000032

REFERENCE : 644770 6258A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 22, 1997

ORDER TIME : 10:54 AM

ORDER NO. : 644770-005

CUSTOMER NO: 6258A

CUSTOMER: William M. Burke, Esq. ~~1167 Third Street South~~ 700002379267-7
BOND SCHOENECK & KING, P.A. -12/22/97-01056-032
***1085.00 ***1085.00

Suite 107
1167 Third Street South
Naples, FL 339407098

DOMESTIC FILING

NAME: MITCHELL HOLDINGS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 DEC 22 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

LP-1,085

97 DEC 22 PM 12:54
DIVISION OF CORPORATIONS

12/22/97

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MITCHELL HOLDINGS, LTD.

A Florida Limited Partnership

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Attorney-In-Fact for the General Partners, Gerald M. Mitchell and Marilyn E. Mitchell, who desire to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act, as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. *NAME OF LIMITED PARTNERSHIP.* The name of the Limited Partnership is:

Mitchell Holdings, Ltd.

2. *OFFICE FOR MAINTENANCE OF BUSINESS RECORDS.* The address of the office at which the records of the Limited Partnership will be kept, as required by Florida Statutes § 620.106, is:

Mitchell Holdings, Ltd.
4051 Gulf Shore Boulevard North
Naples, Florida 34103

3. *AGENT FOR SERVICE OF PROCESS.* The name and address of the Limited Partnership's agent for service of process in Florida is:

William M. Burke, Esq.
Bond, Schoeneck & King, P.A.
1167 Third Street South, Suite 107
Naples, Florida 34102

4. *GENERAL PARTNERS.* The name and business address of the General Partners in the Limited Partnership are:

Gerald M. Mitchell
4051 Gulf Shore Boulevard North
Naples, Florida 34103

Marilyn E. Mitchell
4051 Gulf Shore Boulevard North
Naples, Florida 34103

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TALLAHASSEE, FLORIDA

5. **MAILING ADDRESS OF LIMITED PARTNERSHIP.** The mailing address of the Limited Partnership is:

Mitchell Holdings, Ltd.
4051 Gulf Shore Boulevard North
Naples, Florida 34103

6. **DATE OF DISSOLUTION.** The latest date upon which the Limited Partnership shall dissolve is December 31, 2047.

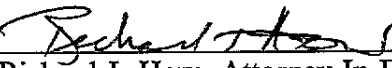
7. **EFFECTIVE DATE.** This Certificate will become effective and the Limited Partnership will be formed on the date this Certificate of Limited Partnership is filed with the Florida Secretary of State.

The execution of this Certificate by the undersigned Attorney-In-Fact for the General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the Attorney-In-Fact for the General Partners of MITCHELL HOLDINGS, LTD., this 19th day of December, 1997.

MITCHELL HOLDINGS, LTD.

Richard J. How, *Attorney-In-Fact for the General Partners*

By: 
Richard J. How, Attorney-In-Fact

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent for MITCHELL HOLDINGS, LTD., a Florida
Limited Partnership (the "Limited Partnership") in the foregoing Certificate of Limited
Partnership, I, on behalf of the Limited Partnership, hereby agree to accept service of process
for said Limited Partnership and to comply with any and all Statutes relative to the complete and
proper performance of the duties of registered agent.

Registered Agent:



William M. Burke, Esq.
Bond, Schoeneck & King, P.A.
1167 Third Street South, Suite 107
Naples, FL 34102

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, Richard J. How, who is the Attorney-In-Fact for the General Partners of MITCHELL HOLDINGS, LTD., declares that the capital contribution of the Limited Partners in the Limited Partnership are as follows:

1. The Limited Partners have made capital contributions in the amount of One Hundred Fifty Thousand Dollars (\$150,000.00).

2. It is not anticipated at this time that there will be future capital contributions made by the Limited Partners.

Dated: December 19, 1997

MITCHELL HOLDINGS, LTD.

Richard J. How, *Attorney-In-Fact for the General Partners*

By: *Richard J. How*
Richard J. How, Attorney-In-Fact

STATE OF FLORIDA)
) SS
COUNTY OF COLLIER)

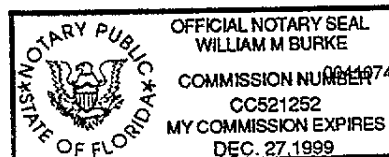
Before me personally appeared Richard J. How [☒] who is personally known to me or [] who produced _____ as identification and who executed the foregoing instrument as Attorney-In-Fact of Gerald M. Mitchell and Marilyn E. Mitchell, the General Partners of Mitchell Holdings, Ltd., and who acknowledged to and before me that he executed said instrument as said Attorney-In-Fact.

WITNESS my hand and official seal, this 19th day of December, 1997.

William M. Burke

Notary Public

My Commission Expires:



12/19/97 FRI 17:07 FAX

LIMITED DURABLE POWER OF ATTORNEY

By this LIMITED DURABLE POWER OF ATTORNEY **GERALD M. MITCHELL** and **MARILYN E. MITCHELL**, of 4051 Gulf Shore Boulevard North, Naples, Florida, appoint **RICHARD J. HOW** as our attorney-in-fact for the following limited purposes:

To execute, deliver, and file on behalf of Mitchell Holdings Ltd., a Florida limited partnership, any and all documents relating to the Partnership, including the Certificate of Limited Partnership and the Application for Employer Identification Number, and to take all such further action and to execute and deliver all such further agreements, instruments and documents, in the name of Mitchell Holdings, Ltd., as in his judgment shall be necessary, proper, or advisable.

All acts done by our attorney-in-fact pursuant to this power shall bind us, our heirs, devisees, and personal representatives. This durable power of attorney is nondelegable, except as permitted by statute.

This instrument is executed by us in the State of Minnesota, but it is our intention that this durable power of attorney shall be exercisable in any other state or jurisdiction.

This limited durable power of attorney may be executed in counterpart and transmitted via facsimile machine and such signatures shall be deemed to be the original signature of the signatory.

This limited durable power of attorney was SIGNED before witnesses by us on December 19, 1997.

Joyce N. Bliss
Witness

Gerald M. Mitchell
GERALD M. MITCHELL

Mary E. Kindseth
Witness

Joyce N. Bliss
Witness

Marilyn E. Mitchell
MARILYN E. MITCHELL

Mary E. Kindseth
Witness

12/19/97 FRI 17:07 FAX

COUNTY OF Dakota) ss.

The foregoing instrument was acknowledged before me by GERALD M. MITCHELL on December 19, 1997, who is personally known to me.



Joyce N. Bliss
Notary Public

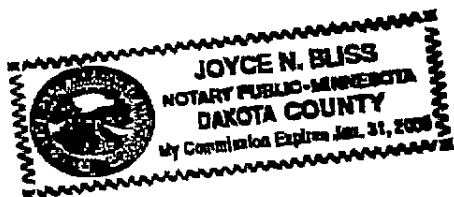
Joyce N. Bliss
(Printed Name of Notary)

FILED
97 DEC 22 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF MINNESOTA)
COUNTY OF Dakota) ss.

The foregoing instrument was acknowledged before me by MARILYN E. MITCHELL on December 19, 1997, who is personally known to me.

My Commission Expires:



Joyce Bliss
Notary Public

Joyce N. Bliss
(Printed Name of Notary)