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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 792481 4351925

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 APR 23 PM 3:05

ORDER DATE : April 23, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 792481-005

CUSTOMER NO: 4351925

600002498106-4
-04/23/98-01078-009
***1837.50 ***1837.50

CUSTOMER: Ms. Patricia Helwig
CONE YONG & HOUSTON, P.A.

P. O. Box 4550

Jacksonville, FL 32201

LP-1785.00
OBT 52.50

DOMESTIC FILING

NAME: MCCORMICK FAMILY, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

RECEIVED 98 APR 23 AM 11:40 DIVISION OF CORPORATION

Name	4/23/98	XX	CERTIFIED COPY
Availability	dec		PLAIN STAMPED COPY
Document			CERTIFICATE OF GOOD STANDING
Examiner		DCC	CONTACT PERSON: Brenda Phillips
Modater		ppc	EXAMINER'S INITIALS: _____
Printer			
Verityer		DCC	
Ac'nowledgement		DCC	
W. P. Verityer		DCC	

TC
\$11,000,000.00

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**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

McCormick Family, Ltd.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 3:05

The undersigned general partner files this Certificate of Limited Partnership of **McCormick Family, Ltd.** with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

- .1. **NAME.** The name of the limited partnership is **McCormick Family, Ltd.**
- .2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** 1050 Riverside Avenue, Post Office box 4550, Jacksonville, Florida 32201.
- .3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** Patricia Helwig.
- .4. **NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:**

NAME

ADDRESS

Jean H. McCormick, Inc.

P98000023467

1050 Riverside Avenue
Post Office Box 4550
Jacksonville, Florida 32201

- .5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**
When this Certificate is filed with the Secretary of State.

- .6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2028

- .7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$9,000,000.00 and it is anticipated that the limited partners may make additional capital contributions of up to \$2,000,000.00. The total amount anticipated to be contributed by the limited partners is \$11,000,000.00.

.8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

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

.8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

.8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause the certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

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98 APR 22 10:03:05

EXECUTED as of this 22 day of April, 1998.

JEAN H. McCORMICK, INC.
General Partner

By: Jean H. McCormick
Jean H. McCormick, President

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

McCormick Family, Ltd., desiring to organize or qualify under the laws of the State of Florida hereby designates **Patricia Helwig** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 318 San Juan Drive, Ponte Vedra Beach, Florida 32082.

DATED this 22 day of ~~April~~, 1998.

JEAN H. McCORMICK, INC.
General Partner

By: Jean H. McCormick
Jean H. McCormick, President

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Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 22 day of April, 1998.

Patricia Helwig
Patricia Helwig, Registered Agent