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SWEETWATER LAW OFFICES
900 FOX VALLEY DRIVE, SUITE 102
LONGWOOD (ORLANDO), FLORIDA 32779-2551
(407) 869-1680 * FAX (407) 862-0185 * (800) 869-1680

June 2, 1999

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

200002898782--2
-06/08/99--01082--007
***1785.00 ***1785.00

Re: *Brantley, Ltd., a Florida Partnership*

Dear Sir or Madam:

Enclosed are the following documents for recording and filing in your office

- Two original executed CERTIFICATE OF LIMITED PARTNERSHIP;
- *Affidavit of Capital Contributions for Florida Limited Partnership*, and
- check made payable to the "Florida Department of State" in the amount of \$1,785 to cover the \$1,750 Filing Fee and \$35 Registered Agent Fee.

We would appreciate your filing the Certificate, registering the partnership and returning a file stamped copy of the Certificate to us.

If you have any questions or comments regarding the above, please do not hesitate to contact us.

Respectfully,

By: Esther Bringman as Legal Assistant

Enclosures

cc: Kenneth Beane as Co-Trustee, General Partner
Eileen Krause as Co-Trustee, General Partner

CERTIFIED RETURN RECEIPT REQUEST #P 256 557 355

01

6-28-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 17, 1999

ESTHER BRINGMAN
SWEETWATER LAW OFFICES
900 FOX VALLEY DRIVE SUITE 102
LONGWOOD, FL 32779-2551

SUBJECT: BRANTLEY, LTD.
Ref. Number: W99000014135

We have received your document for BRANTLEY, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 099A00032520

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BRANTLEY, LTD.

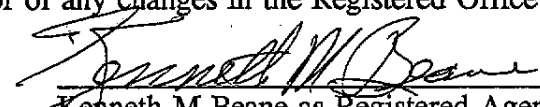
A Florida Limited Partnership

The undersigned does hereby certify that a Florida Limited Partnership Agreement was signed, and a Limited Partnership was formed, on May 11, 1999, at Longwood, Florida, pursuant to the provisions of the Florida Limited Partnership Act, as follows:

1. Name. The name of this Limited Partnership is BRANTLEY, LTD.
2. Principal Place of Business, Records Location and Registered Office. The mailing address, location of the principal place of business and records location of the Limited Partnership is 1460 West Lake Brantley Road, Longwood, Florida 32779. The location of the registered office of the Limited Partnership is 1460 West Lake Brantley Road, Longwood, Florida 32779.
3. Appointment and Consent to Serve as Registered Agent. The registered agent for service for this Limited Partnership is Kenneth M Beane whose address is 1460 West Lake Brantley Road, Longwood, Florida 32779.

I, KENNETH M BEANE, a natural person and resident of Florida State, accept the appointment as agent of BRANTLEY, LTD. upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of

process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the Registered Office Address.


Kenneth M Beane as Registered Agent

4. The Partners. The General Partner of this Limited Partnership is:

Residence and Mailing Address:

Kenneth M Beane and Eileen L Krause as Co-Trustees under the BEANE MANAGEMENT TRUST DATE 05/11/99, 1460 West Lake Brantley Road, Longwood, Florida 32779.

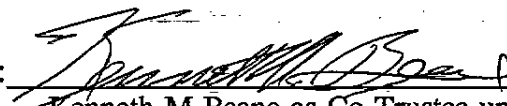
The Limited Partnership shall also have such Limited Partners as are named in the Limited Partnership Agreement.

5. Term. The Partnership shall begin on the date this Certificate of Limited Partnership is filed with the Secretary of State of Florida and shall terminate thirty (30) years after the beginning date, unless terminated or extended as provided in the partnership agreement.

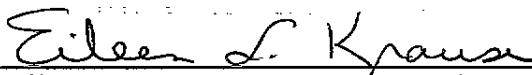
DATED: May 11, 1999

GENERAL PARTNER:

BY:


Kenneth M Beane as Co-Trustee under
the *Beane Management Trust*

BY:


Eileen L Krause as Co-Trustee under
the *Beane Management Trust*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned Notary, on this day personally appeared KENNETH M BEANE, known to me to be the person whose name is subscribed to the foregoing instrument or who has produced his valid Florida Driver License #B500-513-41-181, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and in the capacities stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on May 11, 1999.



NOTARY PUBLIC



Esther L. Bringman
MY COMMISSION # CC666197 EXPIRES
August 22, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned Notary, on this day personally appeared EILEEN L KRAUSE, known to me to be the person whose name is subscribed to the foregoing instrument or who has produced her valid Florida Driver License #K 620-212-45-525 and acknowledged to me that she executed the same for the purposes and consideration therein expressed, and in the capacities stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on May 11, 1999.



NOTARY PUBLIC



Esther L. Bringman
MY COMMISSION # CC666197 EXPIRES
August 22, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of BRANTLEY, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$2,000,000

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 2,000,000.

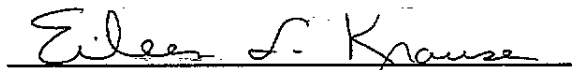
Signed this 24th day of May, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



General Partner - Kenneth M Beane as Co-Trustee
under the *Beane Management Trust Dated 05/11/99*



General Partner - Eileen L Krause as Co-Trustee
under the *Beane Management Trust Dated 05/11/99*

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA