

**CAPITAL CONNECTION INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 224-1722

**A99000002214**

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NFC 21 Limited Partnership

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-12/27/99-01071-007  
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- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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99 DEC 27 AM 11:43  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*(Handwritten initials)*

3K  
12/27/99

Signature \_\_\_\_\_

Requested by: LS      12/27/99      10:51  
Name                      Date                      Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

CERTIFICATE OF LIMITED PARTNERSHIP OF  
NFC 21 LIMITED PARTNERSHIP,  
a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

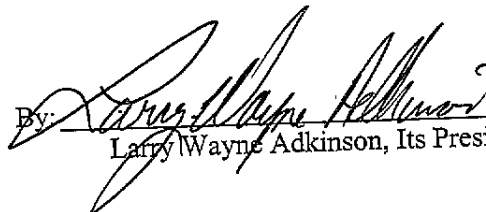
1. The name of the Partnership is NFC 21 LIMITED PARTNERSHIP.
2. The address of the office of the Partnership is 40001 Emerald Coast Parkway, Destin, Florida 32541.
3. The name and address of the agent for service of process on the Partnership are Dana C. Matthews, Esq., Matthews & Hawkins, P.A., 607 Highway 98 East, Destin, Florida 32541.
4. The name and business address of the sole general partner are Florida Parks Enterprise, Inc., 40001 Emerald Coast Parkway, Destin, Florida 32541.
5. The mailing address of the Partnership is 40001 Emerald Coast Parkway, Destin, Florida 32541.
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of NFC 21 LIMITED PARTNERSHIP this 21<sup>st</sup> day of December, 1999.

GENERAL PARTNER:

FLORIDA PARKS ENTERPRISE, INC.

By:   
Larry Wayne Adkinson, Its President

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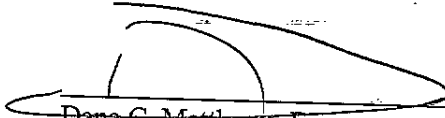
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT  
NFC 21 LIMITED PARTNERSHIP

Having been named as statutory registered agent for NFC 21 LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

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REGISTERED AGENT:



Dana C. Matthews, Esq.  
Matthews & Hawkins, P.A.  
607 Highway 98 East  
Destin, Florida 32541  
(850) 837-3662

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR  
NFC 21 LIMITED PARTNERSHIP

STATE OF FLORIDA  
COUNTY OF WALTON

BEFORE ME, the undersigned authority, personally appeared Larry Wayne Adkinson, as President of Florida Parks Enterprise, Inc., the sole general partner of NFC 21 LIMITED PARTNERSHIP (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Zero and No/100 Dollars (\$-0-).

2. At this time, it is not anticipated that the total additional capital contributions to be made by the limited partners will exceed Seven Thousand Five Hundred and NO/100 Dollars (\$7,500.00).

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.

GENERAL PARTNER:  
Florida Parks Enterprise, Inc.

By: *Larry Wayne Adkinson*  
Larry Wayne Adkinson, Its President

STATE OF FLORIDA  
COUNTY OF WALTON

Sworn to and subscribed before me this 21st day of December, 1999, by Larry Wayne Adkinson, as President of Florida Parks Enterprise, Inc., General Partner of NFC 21 LIMITED PARTNERSHIP, on behalf of the corporation and partnership, who is personally known to me and did take an oath.



Kristie R. Byrd  
Commission # CG 884271  
Expires Oct. 31, 2003  
Bonded Thru  
Atlantis Bonding Co., Inc.

*Kristie R. Byrd*  
NOTARY PUBLIC, State of Florida

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