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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.
Account Number : 119990000006
Phone : (407) 425-7010
Fax Number : (407) 425-2747

FLORIDA LIMITED PARTNERSHIP

PROPERTIES
P & M INVESTMENTS, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$1,785.00

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FI Dept of State;# 2/ 7



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 7, 2000

ZIMMERMAN, SHUFFIELD, KISER & SUTCLIEFF, P.A.

SUBJECT: P & M INVESTMENTS, LTD.
REF: W00000000614

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DIVISION OF CORPORATIONS
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
P & M PROPERTIES, LTD.**

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STATE DEPT OF REVENUE
DIVISION OF CORPORATIONS
00 JAN 10 PM 12:00

THE UNDERSIGNED, desiring to form the Limited Partnership of P & M PROPERTIES, LTD. (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopts, files, swears to and certifies this Certificate:

1. Name. The name of the Partnership is P & M PROPERTIES, . LTD. (the "Partnership").
2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at and its mailing address is 1500 Anchor Court, Orlando, Florida 32804.
3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be Paige Hammond Wolpert, 315 E. Robinson Street, Suite 600, Orlando, Florida 32802.
4. Name and Business Address of the General Partner. The name and business address of the General Partner is as follows:

 Talton Management, Inc. P 000000002208
 1500 Anchor Court
 Orlando, Florida 32804
5. Term of the Partnership. The Partnership shall continue in existence until 11:59 P.M. on December 31, 2098, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.
6. Real Property. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership's name by the General Partner.

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.

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SENT BY:

1-10- 0 ; 11:04 ; ZIMMERMAN LAW FIRM→

Fl Dept of State:# 4/ 7

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IN WITNESS WHEREOF, the parties hereby have sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this 5th day of January, 2000.

"General Partner"

TALTON MANAGEMENT, INC.

By: Pollard Talton Dahms
Pollard Talton Dahms, Its Co-President

By: Marya Talton Medlock
Marya Talton Medlock, Its Co-President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Pollard Talton Dahms and Marya Talton Medlock, Co-Presidents of TALTON MANAGEMENT, INC., as General Partner of P & M PROPERTIES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

1. At this time, no capital has yet been contributed to the Partnership by the limited partners.

2. It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners will total Three Million Six Hundred Twenty One Thousand and No Dollars (\$3,621,000.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Signed, sealed and delivered
in the presence of:

TALTON MANAGEMENT, INC.

Payne Hammett Wolpert
W. Charles Sheffield

By: *Pollard Talton Dahms*
Pollard Talton Dahms, Its Co-President

Payne Hammett Wolpert
W. Charles Sheffield

By: *Marya Talton Medlock*
Marya Talton Medlock, Its Co-President

00 JAN 10 PM 12: 00
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DIVISION OF CORPORATIONS

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SENT BY:

1-10- 0 ; 11:05 ; ZIMMERMAN LAW FIRM-

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((H00000001041 3)))

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5th day of January, 2000, by
Pollard Talton Dahms, as Co-President of TALTON MANAGEMENT, INC., General Partner of
P & M PROPERTIES, LTD.

☒ Personally Known OR _____ Produced Identification;
Type of Identification Produced: _____

NOTARY PUBLIC - STATE OF FLORIDA
V. PAIGE HAMMOND
COMMISSION # CC786267
EXPIRES 10/27/2002
BONDED THRU ASA 1-888-NOTARY1

V. Paige Hammond
Signature of Notary Public

Name of Notary Public

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5th day of January, 2000, by
Marya Talton Medlock, as Co-President of TALTON MANAGEMENT, INC., General Partner of
P & M PROPERTIES, LTD.

☒ Personally Known OR _____ Produced Identification;
Type of Identification Produced: _____

NOTARY PUBLIC - STATE OF FLORIDA
V. PAIGE HAMMOND
COMMISSION # CC786267
EXPIRES 10/27/2002
BONDED THRU ASA 1-888-NOTARY1

V. Paige Hammond
Signature of Notary Public

Name of Notary Public

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

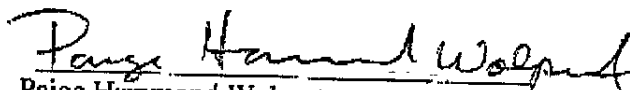
In compliance with Section 620.192, Florida Statutes, the following is submitted:

P & M. PROPERTIES, LTD., a limited partnership formed pursuant to the laws of the State of Florida with its registered office at 315 E. Robinson Street, Suite 600, Orlando, Florida 32802, has named and designated Paige Hammond Wolpert as its Registered Agent to accept service of process within the State of Florida at said address.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5th day of January, 2000.


Paige Hammond Wolpert
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 10 PM 12:00

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