

**CORPORATE  
ACCESS,  
INC.**

**A00000000111**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

PICK UP 1/14/00 11:00

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Ltd.

RECEIVED  
00 JAN 14 AM 11:27  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

1.) CWC Investments, Ltd.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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B/K 1/14/00

**SPECIAL INSTRUCTIONS**

RECEIVED  
00 JAN 14 AM 10:04  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CWC INVESTMENTS, LTD.**

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DIVISION OF CORPORATIONS  
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THE UNDERSIGNED, desiring to form the Limited Partnership of CWC INVESTMENTS, 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 CWC INVESTMENTS, LTD. (the "Partnership").

2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership and its mailing address are as follows:

611 Wymore Road  
Winter Park, FL 32789.

3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be as follows:

Charles W. Clayton, Jr.  
611 Wymore Road  
Winter Park, FL 32789.

4. Name and Business Address of the General Partner. The name and business address of the General Partner is as follows:

CWC Management, Inc.  
611 Wymore Road  
Winter Park, FL 32789.

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5. Term of the Partnership. The Partnership shall continue in existence until all Partnership property has been sold, forfeited, abandoned, or otherwise disposed of, 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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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 12<sup>th</sup> day of January, 2000.

"General Partner"

CWC MANAGEMENT, INC.

By:

  
Charles W. Clayton, Jr., President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

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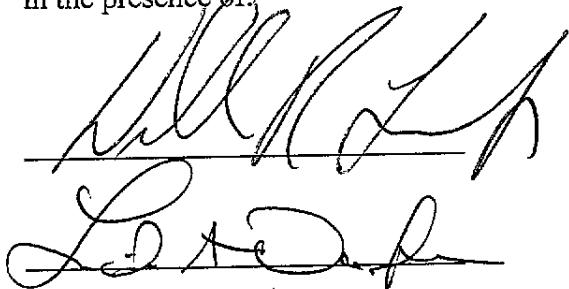
BEFORE ME, the undersigned, personally appeared Charles W. Clayton, Jr., President of CWC MANAGEMENT, INC., as General Partner of CWC INVESTMENTS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

1. At this time, no capital has 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 not exceed Ten Million Dollars (\$10,000,000).

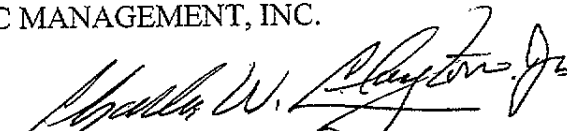
FURTHER AFFIANT SAYETH NOT.

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:



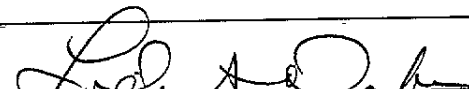
CWC MANAGEMENT, INC.

By:   
Charles W. Clayton, Jr., President

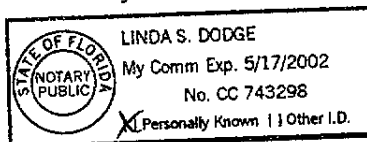
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of January, 2000, by Charles W. Clayton, Jr., as President of CWC Management, Inc., General Partner of CWC Investments, Ltd.

X Personally Known OR \_\_\_\_\_ Produced Identification;  
Type of Identification Produced: \_\_\_\_\_

  
Signature of Notary Public

LINDA S. DODGE  
Name of Notary Public



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

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

CWC INVESTMENTS, LTD., a limited partnership formed pursuant to the laws of the State of Florida with its registered office at 611 Wymore Road, Winter Park, Florida 32789, has named and designated Charles W. Clayton, Jr. 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 12<sup>th</sup> day of January, 2000.

  
Charles W. Clayton, Jr.  
Registered Agent