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To:**Division of Corporations****Fax Number : (850) 922-4003****From:****Account Name : DEAN AND DEAN, LLP****Account Number : I19980000091****Phone : (352) 368-2800****Fax Number : (352) 867-5787****FLORIDA LIMITED PARTNERSHIP****Old Town Condo, Ltd.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 11, 2000

DEAN AND DEAN, LLP

SUBJECT: OLD TOWN CONDO, LTD.
REF: W00000000861

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 620.106, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

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) 487-6094.

Agnes Lunt
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
OLD TOWN CONDO, LTD.

00 JAN 19 PM 12:00

1st The parties hereto do hereby certify that an Agreement was made effective the day of December, 1999, at Marion County, Florida, by and between the General Partner, **OLD TOWN CONDO, INC.**, and the Limited Partners, **MARTY SMITH, DAVID E. LEGO, MCDONALD & CO. INS. AGENCY, INC., TOMMY MORELOCK, GLENN C. SMITH, JR., GLENN C. SMITH, SR., and LINDA SMITH.**

1. *Name.* The name of the Limited Partnership is **OLD TOWN CONDO, LTD.**

2. *Business.* The general character of the Partnership business shall be the acquisition and operation of investment real estate property and any other such business as permitted by law.

3. *Principal Place of Business and Mailing Address.* The location of the principal place of business and mailing address of the Partnership is 526 SE 39th Terrace, Ocala, Florida 34471.

4. *Registered Agent and Office.* The registered agent for this Limited Partnership is David E. Midgett. The street address of the registered agent and the registered office is 230 NE 25th Ave, Ocala, Florida 34470.

5. *The Partners.* The General Partner and Limited Partners of this Limited Partnership are as follows:

General Partner
OLD TOWN CONDO, INC.

200000003210

Limited Partners
MARTY SMITH
DAVID E. LEGO
MCDONALD & CO. INS.
AGENCY, INC.
TOMMY MORELOCK
GLENN C. SMITH, JR.
GLENN C. SMITH, SR.
LINDA SMITH

Address
526 SE 39th Terrace, Ocala, Florida 34471

Address
526 SE 39th Terrace, Ocala, Florida 34471
172 Ivy Lakes Dr., Jacksonville, Florida 32259
2118 SW 20th Place, #101, Ocala, Florida 34474
3630 SW 24th Street, Ocala, Florida 34474
208 Northside Dr., Madison, Tennessee 37115
3932 Octave Drive, Jacksonville, Florida 32277
3932 Octave Drive, Jacksonville, Florida 32277

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6. *Term.* The Partnership shall begin on the 1st day of December, 1999, and shall continue for 10 year thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

7. *Capital Contributions.* The following capital contributions of the Partners have been agreed upon:

The limited partners MARTY SMITH, DAVID E. LEGO, MCDONALD & CO. INS. AGENCY, INC., TOMMY MORELOCK, and GLENN C. SMITH, JR., each agree to contribute \$3,660.00, and GLENN C. SMITH, SR., and LINDA SMITH each agree to contribute \$1,830.00, and the general partner agrees to contribute \$0.00, that being a total of \$21,960.00 to form the initial capital contributions of the partnership. Additional contributions will be assessed as needed by the General Partner, but no such additional contributions are currently anticipated.

8. *Return of Contributions.* No Limited Partner shall be entitled to withdraw or demand the return of any part of such Partner's capital contribution except upon dissolution of the Partnership.

9. *Profits.* All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

10. *Assignments.* A Limited Partner shall have the right to sell such Partner's interest in the Partnership but only after such Limited Partner gives to the Partnership at 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. *Additional Limited Partners.* The General Partners may admit additional limited partners.

12. *Priority Among Limited Partners.* There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

13. *Continuance of Business.* Upon the death, retirement or incapacity of the surviving General Partners, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of 50% of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

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14. *Property Other Than Cash.* A Limited Partner may not demand property other than cash in return for such Partner's contributions.

15. *Amount of Cash and Agreed Value and Description of Other Property Contributed.* The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto.

LIMITED PARTNERS:

Marty A. Smith
MARTY SMITH

Tommy Morelock
TOMMY MORELOCK

MCDONALD & CO. INS.
AGENCY, INC.

By: Kevin McDonald
KEVIN MCDONALD, Pres.

David E. Lego
DAVID E. LEGO

Glenn C. Smith, Jr.
GLENN C. SMITH, JR.

Glenn C. Smith, Sr.
GLENN C. SMITH, SR.

Linda Smith
LINDA SMITH

GENERAL PARTNER:

OLD TOWN CONDO, INC.

By: Marty A. Smith
MARTY SMITH, Pres.

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Schedule "A"

Attached to **OLD TOWN CONDO, LTD.**, dated the 1 day of December, 1999.

1. The following real estate subject to the encumbrances owed thereon to-wit:

NONE

2. The following accounts in the following institutions, together with all future additions, interest or accumulations therein:

NONE

3. The following securities in the following companies:

NONE

4. The following vehicles:

NONE

5. All rights, title and interests in and to the following:

NONE

DATED the 1 day of December, 1999.

GENERAL PARTNER:
OLD TOWN CONDO, INC.

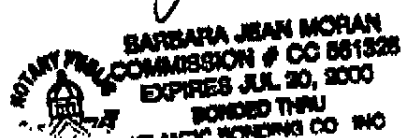
By: Marty A. Smith

MARTY SMITH, Pres.

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 1 day of December, 1999, by Marty Smith who is personally known to me.

Barbara Jean Moran
Notary Public



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**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR A
FLORIDA LIMITED PARTNERSHIP**

Pursuant to the provisions of F.S. Chapter 620, the undersigned limited partnership, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited partnership is **OLD TOWN CONDO, LTD.**
2. The name of the registered agent is **DAVID E. MIDGETT.**
3. The address of the registered agent/registered office is **230 NE 25th Avenue, Ocala, Florida 34470.**

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above limited partnership, 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 1st day of December, 1999.



DAVID E. MIDGETT
Registered Agent

00 JAN 19 PM 12:00
CLERK OF COURT
JAN 19 1999

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

The undersigned constituting all of the general partners of **OLD TOWN CONDO, LTD.**, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$21,960.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$21,960.00.

Signed this 18th day of January, 2000.

FURTHER AFFIANT SAYETH NOT.

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

General Partner:
Old Town Condo, Inc.

By: Marty A. Smith
Marty Smith, President

00 JAN 19 PM 12:00
NOTARIAL PUBLIC
JAN 19 2000

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