

# A00000000261

AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

February 9, 2000

Division of Corporations  
Limited Partnership Section  
409 East Gaines Street  
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: Shuler Holdings Ltd.

400003130324--7  
-02/10/00--01001--016  
\*\*\*1785.00 \*\*\*1785.00

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Certificate of Limited Partnership, Certificate of Designation of Registered Agent and Affidavit of Capital Contribution for the Shuler Holdings Ltd. Our check for \$1,785 (\$1,750 for the filing fee and \$35 for the registered agent fee) is enclosed.

Please date stamp the enclosed copies, which will be picked up by our messenger. If you have any questions, please call.

Sincerely,

*David J. Hull*

David J. Hull

00 FEB -9 AM 8:43

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RECEIVED  
00 FEB -9 PM 4:05  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

h:\data\tax\djh\family-ltd\shuler\ltr\secy-state-shuler-hold.doc

3/1  
2/9/00

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
SHULER HOLDINGS LTD.**

**A FLORIDA LIMITED PARTNERSHIP**

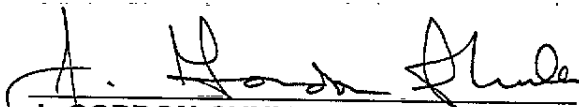
The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby state the following:

1. The name of the Partnership is Shuler Holdings Ltd. (the "Partnership").
2. The mailing address of the Partnership is Post Office Box 850, Apalachicola, Florida 32329 and the principal place of business of the Partnership is 34 Fourth Street, Apalachicola, Florida 32320.
3. The name and address of the agent for service of process on the Partnership is J. Gordon Shuler, 34 Fourth Street, Apalachicola, Florida 32320.
4. The names and business addresses of the General Partners are as follows:

|  |  |
|--|--|
| J. Gordon Shuler<br>34 Fourth Street<br>Apalachicola, FL 32320 | Thomas M. Shuler<br>34 Fourth Street<br>Apalachicola, FL 32320 |
|--|--|
5. The latest date upon which the Partnership shall dissolve is December 31, 2051.
6. The effective date of this Certificate of Limited Partnership shall be upon filing.

The execution of this Certificate by the undersigned General Partners 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 by all of the General Partners of Shuler Holdings Ltd. on this 4th day of February, 2000.

  
\_\_\_\_\_  
J. GORDON SHULER

  
\_\_\_\_\_  
THOMAS M. SHULER

## AFFIDAVIT OF CAPITAL CONTRIBUTION

The undersigned, as the General Partners of Shuler Holdings Ltd., a Florida limited partnership (the "Partnership") whose address is 34 Fourth Street, Apalachicola, Florida 32320, certify as follows:


1. The total amount of capital contribution to the Partnership made by the initial Limited Partners is \$582,120.

2. Additional capital contributions are anticipated to be contributed by the Limited Partner to the Partnership in the amount of \$200,000.

FURTHER AFFIANTS SAITH NOT.

Under penalties of perjury, we declare that we have read the foregoing and the facts alleged are true, to the best of our knowledge and belief.

  
J. GORDON SHULER

  
THOMAS M. SHULER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB -9 AM 8:43

STATE OF FLORIDA  
COUNTY OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB -9 AM 8:43

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of February, 2000, by J. Gordon Shuler, as General Partner, who is personally known to me or provided \_\_\_\_\_ as identification and who did not take an oath.

Suzanne Michele Maxwell  
Signature of Notary Public  
Notary Stamp/Seal:



Suzanne Michele Maxwell  
MY COMMISSION # CC740192 EXPIRES  
April 8, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of February, 2000 by Thomas M. Shuler, as General Partner, who is personally known to me or provided \_\_\_\_\_ as identification and who did not take an oath.

Suzanne Michele Maxwell  
Signature of Notary Public  
Notary Stamp/Seal:



Suzanne Michele Maxwell  
MY COMMISSION # CC740192 EXPIRES  
April 8, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

h:\data\tax\djh\fmly-ltd\shuler\capital contribution.doc

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 620.105 AND 620.192, FLORIDA STATUTES, 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB -9 AM 8:43

1. The name of the limited partnership is:

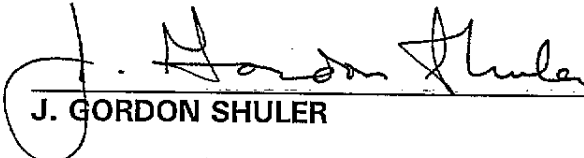
**Shuler Holdings Ltd.**

2. The name and address of the registered agent and office are:

**J. Gordon Shuler  
34 Fourth Street  
Apalachicola, Florida 32320**

*Having been named as registered agent and to accept service of process for the above-stated limited partnership at the place designated in this certificate, 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: February 4, 2000.

  
**J. GORDON SHULER**