



THE UNITED STATES  
CORPORATION  
COMPANY

# A00000000369

ACCOUNT NO. : 072100000032

REFERENCE : 605703 150991A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 29, 2000

ORDER TIME : 11:51 AM

ORDER NO. : 605703-010

CUSTOMER NO: 150991A

CUSTOMER: Todd W. Fennell, Esq  
GOULD COOKSEY FENNELL O'NEILL  
GOULD COOKSEY FENNELL O'NEILL  
979 Beachland Boulevard

Vero Beach, FL 32963

DOMESTIC FILING

NAME: THE WATERSTON FAMILY LIMITED  
PARTNERSHIP

EFFECTIVE DATE:

600003151666--3  
-02/29/00--01065--004  
\*\*\*1750.00 \*\*\*1750.00

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

600003151666--3  
-03/06/00--01014--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

LIP-35

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CO FEB 29 PM 12:48

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3/2  
2/29/00

**THE WATERSTON FAMILY LIMITED PARTNERSHIP**

**CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner hereby executes and acknowledges this Certificate of Limited Partnership for the purpose of forming a limited partnership under Chapter 620, Florida Statutes entitled, "Florida Revised Uniform Limited Partnership Act (1986)".

**ARTICLE I**

**Name**

This Limited Partnership shall be known as:

THE WATERSTON FAMILY LIMITED PARTNERSHIP

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and mailing address shall be:

815 Pembroke Court  
Vero Beach, Florida 32963

**ARTICLE III**

**Purpose**

The purpose of the Partnership is to hold, manage and acquire land, securities, promissory notes and tangible personal property (the "Property") and to invest and reinvest the assets of the Partnership, and otherwise to manage and hold the Property for investment. To this end, the Partnership shall have the power to purchase or otherwise acquire, develop, own, hold, improve, manage, mortgage, lease, exchange and sell or otherwise dispose of and deal with the Property, or any part thereof; to incur indebtedness, whether secured or unsecured, for any of such purposes; and to do any and all other acts or things that may be necessary, incidental or convenient to carry on the business of the Partnership, as the General Partner may determine from time to time.

**ARTICLE IV**

**General Partner**

The name and address of the General Partner of this Limited Partnership shall be:

WATERSTON HOLDINGS, INC.  
815 Pembroke Court  
Vero Beach, Florida 32963

00 FEB 29 AM 11:40  
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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

900000020976

**ARTICLE V**  
**Terms and Dissolution**

This Limited Partnership shall commence on the date of filing and acceptance of this Certificate of Limited Partnership and shall continue in existence until December 31, 2030.

**ARTICLE VI**  
**Contributions**

The initial contributions of the Limited Partners consist of the amount of cash and the agreed value of other property as described on the Affidavit of Contributions attached hereto.

**ARTICLE VII**  
**Additional Contributions**

Each Limited Partner may (but shall not be obligated to) make such additional contributions to the capital of the Limited Partnership as may from time to time be agreed upon by the General Partner.

**ARTICLE VIII**  
**Registered Agent**

The name and address of the Registered Agent of this Limited Partnership shall be:

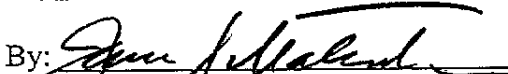
TODD W. FENNELL  
979 Beachland Blvd.  
Vero Beach, Florida 32963

GENERAL PARTNER:

WATERSTON HOLDINGS, INC.

Date: February 25<sup>th</sup>, 2000.

By:

  
James Rufus Waterston, President

**THE WATERSTON FAMILY LIMITED PARTNERSHIP**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, TODD W. FENNELL, having been named as registered agent to accept service of process for the above-named Limited Partnership at the registered office designated in the Certificate of Limited Partnership, hereby agrees and consents to act in that capacity.

Dated this 25<sup>th</sup> day of February, 2000.

Todd W. Fennell  
TODD W. FENNELL

00 FEB 29 AM 11:40  
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DEPARTMENT OF REVENUE  
TOLSON

THE WATERSTON FAMILY LIMITED PARTNERSHIP

AFFIDAVIT OF CONTRIBUTIONS

The undersigned General Partner hereby declares the following to be the true and correct statement of the actual and anticipated capital contributions by the Limited Partners of THE WATERSTON FAMILY LIMITED PARTNERSHIP to the best of its knowledge:

Actual and Anticipated Contribution: \$431,000.00

Executed this 25<sup>th</sup> day of February, 2000.

GENERAL PARTNER:

WATERSTON HOLDINGS, INC.

By:

James Rufus Waterston  
James Rufus Waterston, President

Isidore Fennel  
Quinn Kage  
Witnesses as to General Partner

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared JAMES RUFUS WATERSTON well known to me to be the President of WATERSTON HOLDINGS, INC., a Florida corporation, that he acknowledged executing same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 25<sup>th</sup> day of February, 2000.

Gina M. Cappello  
Notary Public, State of Florida.  
My commission expires:



Gina M. Cappello  
MY COMMISSION # CC834414 EXPIRES  
June 21, 2003  
BONDED THRU TROY FAIR INSURANCE, INC