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March 22, 2000

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: North Fourth Street Family Partnership, Ltd.

600003182306--9

-03/23/00--01128--004
***1785.00 ***1785.00

Dear Sir or Madam:

A-528

Enclosed please find an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions of North Fourth Street Family Partnership, Ltd. Also, enclosed is the original Certificate Designating Registered Office and Registered Agent for Service of Process for the limited partnership.

Please file the original of the Certificate and Affidavit, and return the copy to me stamped "filed." Please also file the Agent Designation. Enclosed is our check in the amount of \$1,785.00 computed as follows:

Filing Fee	\$1,750.00
Registered Agent Fee	35.00
TOTAL	<u>\$1,785.00</u>

Please feel free to call if you have any questions.

Very truly yours,


Jack Fishburne

FILED
00 MAR 23 PM 3:00
TALLAHASSEE FLORIDA
W/3/24

JIF/slw
Enclosures

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

NORTH FOURTH STREET FAMILY PARTNERSHIP, LTD.

The undersigned general partners file this Certificate of Limited Partnership of North Fourth Street Family Partnership, Ltd. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

.1. **NAME.** The name of the limited partnership is name of North Fourth Street Family Partnership, Ltd.

.2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** Route 2, Box 387-C, Macclenny, Florida, 32063.

.3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** Leon Conner, whose business address is Route 2, Box 387-C, Macclenny, Florida 32063.

.4. **NAMES AND ADDRESSES OF THE GENERAL PARTNERS OF THE PARTNERSHIP ARE AS FOLLOWS:**

NAME

ADDRESS

Gladys D. Roberts Walker, as
Trustee of the Gladys D. Roberts
Walker Revocable Trust dated
February 22, 2000

148 North Fourth St.
Macclenny, FL 32063

Leon Conner

Route 2, Box 387-C
Macclenny, FL 32063

Linda Sue Combs

P.O. Box 546
Glen St. Mary, FL 32040

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00 MAR 23 PM 3:00
CLERK OF STATE
TALLAHASSEE FLORIDA

Fred Paul Conner

P.O. Box 46
Glen St. Mary, FL 32040

.5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**
when this Certificate is filed with the Secretary of State.

.6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2050.

.7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$ 8,500,000.00 and it is anticipated that the limited partners may make additional capital contributions of up to \$ 3,500,000.00. The total amount anticipated to be contributed by the limited partners is \$ 12,000,000.00.

.8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

.8.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

.8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

.8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 17 day of March, 2000.

General Partner

Gladys D. Roberts Walker
GLADYS D. ROBERTS WALKER, as
Trustee of the Gladys D. Roberts Walker
Revocable Trust dated 2/22/00

FILED
00 MAR 23 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA


LEON CONNER


LINDA SUE COMBS


FRED PAUL CONNER

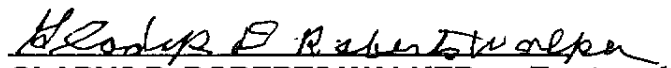
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:


NORTH FOURTH STREET FAMILY PARTNERSHIP, LTD., desiring to organize or qualify under the laws of the State of Florida hereby designates **LEON CONNER** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Route 2, Box 387-C, Macclenny, FL 32063.

DATED this 12th day of March, 2000.


GLADYS D. ROBERTS WALKER, as Trustee of
the Gladys D. Roberts Walker Revocable Trust
dated 2/22/00,
General Partner


LEON CONNER,
General Partner


LINDA SUE COMBS,
General Partner


FRED PAUL CONNER,
General Partner

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent 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 this 17 day of March, 2000.


LEON CONNER

FILED
00 MAR 23 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA