



THE UNITED STATES
CORPORATION
COMPANY

A00000000541

ACCOUNT NO. : 072100000032

REFERENCE : 637884 81491A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 24, 2000

ORDER TIME : 12:46 PM

ORDER NO. : 637884-010

CUSTOMER NO: 81491A

CUSTOMER: Larry B. Alexander, Esq
JONES FOSTER JOHNSTON & STUBBS
JONES FOSTER JOHNSTON & STUBBS
Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: QUAIL VALLEY PARTNERS, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
00 MAR 24 AM 5:11
FILED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
00 MAR 24 AM 5:11

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00 MAR 24 PM 3:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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3/24

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, in order to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101, et seq. of the Florida Statutes, do hereby certify:

1. The name of the limited partnership is Quail Valley Partners, LTD.
2. The address of the office of the partnership is 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401;
3. The name of the agent for service of process is Larry B. Alexander, Esquire, Jones, Foster, Johnston & Stubbs, P.A., whose address is 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401;
4. The name of the general partner is Quail Valley Partners, Inc., whose business address is 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401;
5. The mailing address for the limited partnership is 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401;
6. The latest date upon which the limited partnership is to dissolve is thirty-five (35) years from the filing of this Certificate;
7. This certificate is effective upon filing.

The undersigned affirms under penalties of perjury that the facts stated herein are true.

QUAIL VALLEY PARTNERS, INC.

By: 

Stephen W. Mulvey, President

The undersigned hereby accepts his appointment as agent for service of process.


Larry B. Alexander

AFFIDAVIT

The undersigned, Stephen W. Mulvey, President of Quail Valley Partners, Inc., the general partner of Quail Valley Partners, Ltd., being duly sworn, does hereby depose and say:

1. I am over the age of eighteen (18) years and believe in the obligation of an oath.
2. The limited partners anticipate contributing property to the partnership having a fair market value of Five Million Dollars (\$5,000,000.00). No further contributions by the limited partners are anticipated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of March, 2000.

QUAIL VALLEY PARTNERS, INC.

By: _____

Stephen W. Mulvey, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 24 AM 5:11

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed and acknowledged before me this 21 day of March, 2000 by Stephen W. Mulvey, as President of Quail Valley Partners, Inc., who is personally known to me.

Notary Public

Print Name

My commission expires: _____

(Notary Seal)

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Larry B. Alexander
MY COMMISSION # CC571641 EXPIRES
August 23, 2000
BONDED THRU TROY FAIR INSURANCE, INC.