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Mc Dowell Partners, CTD.

Signature

Name

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Requested by:

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## AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP OF McDOWELL PARTNERS, LTD., a Florida Limited Partnership

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

- 1. The name of the Limited Partnership is McDOWELL PARTNERS, LTD.
- 2. The address of the office of the Limited Partnership is 5960 Gulf of Mexico Drive, Longboat Key, FL 34228.
- 3. The name and address of the agent for service of process on the Limited Partnership is as follows:

John J. Hines

5960 Gulf of Mexico Drive Longboat Key, FL 34228

4. The name and business address of the sole general partner is as follows:

McDowell Family Enterprises, Inc. 5960 Gulf of Mexico Drive Longboat Key, FL 34228

- 5. The mailing address of the Limited Partnership is 5960 Gulf of Mexico Drive, Longboat Key, FL 34228.
  - 6. The latest date upon which the Limited Partnership shall dissolve is December 31, 2050.
- 7. The actual and anticipated amount of capital contributions to be contributed by the limited partners is intangible personal property valued as follows:

<u>Limited Partner</u> <u>Contribution</u>

Martha M. Hines \$495,000.00

8. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

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 the general partners on		
McDOWELL PARTNERS, LTD.		
By: McDOWELL FAMILY ENTERPRISES, INC.		
By: Martha Do Hines  Martha M. Hines, President  GENERAL PARTNER		
STATE OF FLORIDA		
COUNTY OF SARASOTA		
The foregoing instrument was acknowledged before me on 3(2), 2000, by		
MARTHA M. HINES, as President of McDowell Family Enterprises, Inc., who is personally		
known to me.		
(Printor stamp name) Notary Public Serial Number (if any) Commission Expiration Date		

Notary Public State of Florida
JAMES 0. FERGESON, JR.
Commission # CC577391
Comm. Exp. Sept. 16, 2000

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the McDOWELL PARTNERS, LTD. (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

JOHN J. HINES