

A-00000000627

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*City Attorney for City of Jackson

**Certified as Civil Trial Specialist by
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*Certified as Criminal Trial Specialist by
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Also Licensed In:
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² MISSISSIPPI

*Practice Pursuant to S.C.L.T. 7, Sec. 10.04

April 4, 2000

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

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Dear Sirs/Madam:

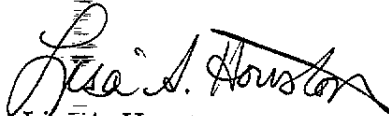
A-627

Enclosed for filing and registration is the original Certificate of Limited Partnership for BTB Stegall, Limited. I have also enclosed a check for \$1,785.00 for the filing fee and registered agent fee. Please return the acknowledgment of registration to our office in the self-addressed, stamped envelope that I have provided for your convenience.

If you have any questions or comments, please call me at 1-800-339-6177. Thank you for your prompt attention to this matter.

Yours very truly,

SPRAGINS, BARNETT, COBB & BUTLER, PLC


Lisa A. Houston

LAH:bw
Enclosures
cc: Elbert S. Stegall, Jr.

WLC
4/12
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
FOR BTB STEGALL, LIMITED

Pursuant to Section 620.108 of the Florida Statutes, the undersigned hereby adopts this Certificate of Limited Partnership.

1. The name of the limited partnership is BTB Stegall, Limited.
2. The address of the office of the partnership is 8930 Bay Colony Drive, Salerno Unit No. 504, Naples, Florida 34108.
3. The name and address of the agent for service of process is:

Tom Badgett
130 Murray Ct., N.W.
Lake Placid, Florida 33852

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

Elbert S. Stegall, Jr.
63 Pine Tree Drive
Jackson, Tennessee 38301

Mildred B. Ward
668 Watson Branch Drive
Franklin, Tennessee 37064

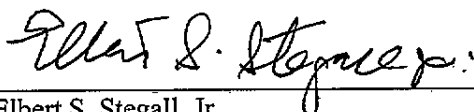
Elbert S. Stegall, III
767 Quail Run
Inverness, Illinois 60067

5. A mailing address for the limited partnership is:

c/o Elbert S. Stegall, Jr.
63 Pine Tree Drive
Jackson, Tennessee 38301

6. The latest date upon which the limited partnership is to dissolve is December 31, 2040.
7. The amount of the capital contributions of the limited partners and the amounts anticipated to be contributed by the limited partners are set forth on the contribution affidavit attached hereto.
8. Attached hereto is a statement duly executed by the registered agent pursuant to Section 620.192 of the Florida statutes.

Dated this 1st day of April, 2000.



Elbert S. Stegall, Jr.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 620.102 of the Florida statutes, the undersigned hereby confirms, after being first duly sworn, that the following amounts constitute the amounts of all initial and anticipated capital contributions of the limited partners of BTB Stegall, Limited:

Capital Contributions of Limited Partners - \$970,000.00

Elbert S. Stegall, Jr.
Elbert S. Stegall, Jr.
Date: 4/4/2000

STATE OF TENNESSEE
COUNTY OF MADISON

The foregoing affidavit was duly acknowledged before me this 4th day of April, 2000, by Elbert S. Stegall, Jr., who is personally known to me or who has produced his driver's license as identification.

Bette Wilson
Printed Name of Notary Public
Bette Wilson
Notary Public

Seal

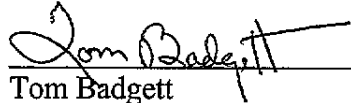
My commission expires:

March 18, 2002

FILED
00 APR -7 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATEMENT OF REGISTERED AGENT

The undersigned, being the duly designated registered agent for service of process for BTB Stegall, Limited, hereby acknowledges such appointment or designation and accepts the obligations as registered agent as provided in Section 620.192 of the Florida statutes.



Tom Badgett
130 Murray Ct., N.W.
Lake Placid, Florida 33852

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00 APR -7 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA