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JONATHAN S. DEAN, P.A.  
MICHAEL E. DEAN  
SUSAN E. DEAN, P.A.  
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LIMITED LIABILITY PARTNERSHIP  
CONSISTING OF PROFESSIONAL ASSOCIATES  
ATTORNEYS AT LAW

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\*CERTIFIED CIRCUIT COURT MEDIATOR

April 5, 2000

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

RE: Wee Properties, Ltd.

Dear Sirs:

A-674  
W-9684

Enclosed herewith please find our firm's check in the amount of \$96.25 representing the filing fee for the Certificate of Limited Partnership for Wee Properties, Ltd. Please file the enclosed Certificate of Limited Partnership and forward us the certificate.

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Sincerely yours,

DEAN & DEAN, LLP

Jonathan S. Dean  
Jonathan S. Dean  
For the Firm

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00 APR 21 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
WR 4/21

JSD:kab  
Enclosures

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 12, 2000

JONATHAN S. DEAN  
DEAN & DEAN  
230 N.E. 25TH AVENUE  
OCALA, FL 34470-2938

SUBJECT: WEE PROPERTIES, LTD.  
Ref. Number: W00000009684

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We have received your document for WEE PROPERTIES, LTD. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 500A00020084

APR 14 2000

# CERTIFICATE OF LIMITED PARTNERSHIP

OF

## WEE PROPERTIES, LTD.

The parties hereto do hereby certify that an Agreement was made effective the 29 day of March, 2000, at Marion County, Florida, by and between the General Partner, **EDWARDS MANAGEMENT OF OCALA, INC.**, and the Limited Partners, **DOUG WATERS, GEORGE EDWARDS, and STEVE EDWARDS.**

1. *Name.* The name of the Limited Partnership is **WEE PROPERTIES, LTD.**

2. *Business.* The general character of the Partnership business shall be the acquisition and operation of investment real estate property and any other such business as permitted by law.

3. *Principal Place of Business and Mailing Address.* The location of the principal place of business and mailing address of the Partnership is 85 SW 52<sup>nd</sup> Avenue, Ocala, Florida 34471.

4. *Registered Agent and Office.* The registered agent for this Limited Partnership is Steve Edwards. The street address of the registered agent and the registered office is 85 SW 52<sup>nd</sup> Avenue, Ocala, Florida 34471.

5. *The Partners.* The General Partner and Limited Partners of this Limited Partnership are as follows:

*General Partner*  
**EDWARDS MANAGEMENT OF  
OCALA, INC.**

*Address*  
85 SW 52<sup>nd</sup> Avenue, Ocala, Florida 34471

*Limited Partners*  
**DOUG WATERS**

*Address*  
85 SW 52<sup>nd</sup> Avenue, Ocala, Florida 34471

**GEORGE EDWARDS**

85 SW 52<sup>nd</sup> Avenue, Ocala, Florida 34471

**STEVE EDWARDS**

85 SW 52<sup>nd</sup> Avenue, Ocala, Florida 34471

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FLORIDA

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6. *Term.* The Partnership shall begin on the \_\_\_\_ day of March, 2000, and shall continue for 30 year thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

7. *Capital Contributions.* The following capital contributions of the Partners have been agreed upon:

DOUG WATERS                      \$1,000.00

GEORGE EDWARDS                \$1,000.00

STEVE EDWARDS                 \$1,000.00

8. *Return of Contributions.* No Limited Partner shall be entitled to withdraw or demand the return of any part of such Partner's capital contribution except upon dissolution of the Partnership.

9. *Profits.* All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

10. *Assignments.* A Limited Partner shall have the right to sell such Partner's interest in the Partnership but only after such Limited Partner gives to the Partnership at 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. *Additional Limited Partners.* The General Partner may admit additional limited partners.

12. *Priority Among Limited Partners.* There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

13. *Continuance of Business.* Upon the death, retirement or incapacity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of 50% of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

14. *Property Other Than Cash.* A Limited Partner may not demand property other than cash in return for such Partner's contributions.

15. *Amount of Cash and Agreed Value and Description of Other Property Contributed.* The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto.

**LIMITED PARTNERS:**

*Doug Waters*  
DOUG WATERS

*George Edwards*  
GEORGE EDWARDS

*Steven M. Edwards*  
STEVE EDWARDS

**GENERAL PARTNER:**

**EDWARDS MANAGEMENT OF  
OCALA, INC.**

By: *Steven M. Edwards*  
STEVE EDWARDS, Pres.

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TALLAHASSEE FLORIDA

**Schedule "A"**

Attached to **WEE PROPERTIES, LTD.**, dated the 29 day of March, 2000.

1. The following real estate subject to the encumbrances owed thereon to-wit:
2. The following accounts in the following institutions, together with all future additions, interest or accumulations therein:
3. The following securities in the following companies:
4. The following vehicles:
5. All rights, title and interests in and to the following:

DATED the 29 day of March, 2000.

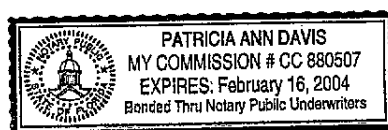
**GENERAL PARTNER:  
EDWARDS MANAGEMENT OF  
OCALA, INC.**

By: Steven M. Edwards  
STEVE EDWARDS, Pres.

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 29 day of March, 2000, by Steve Edwards, who is personally known to me.

Patricia Ann Davis  
Notary Public



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00 APR 21 AM 9:56  
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TALLAHASSEE FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of WEE PROPERTIES, LTD

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 3,000

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 3,000

Signed this 18 day of April, 19 2000

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Edwards Management of Ocala, Inc.

By Steven M. Edwards

General Partner Steven M. Edwards, Pres.

General Partner

General Partner

General Partner

General Partner

General Partner

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00 APR 21 AM 9:56  
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