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July 18, 2000

Via Federal Express

Florida Department of State
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32399

000003331720--7
-07/21/00--01082--002
****780.50 ****780.50

Re: **Thacker Family Limited Partnership**
Our File No. 20043001

Dear Sir or Miss:

Enclosed please find an original and one copy of the Certificate and Affidavit of Limited Partnership for the formation of the above-referenced Florida limited partnership, together with our client's check payable to the Department in the sum of \$780.50 (filing fee \$693; registered agent fee \$35 and certified copy \$52.50). Please process this for filing and be kind enough to return the copy stamped to evidence receipt, together with your certificate acknowledging formation, in the return federal express mailer provided.

Should you have any question regarding this filing, please do not hesitate to contact our corporate paralegal, Sue Zimmerman, at (941)348-3620. Thank you.

Very truly yours,
KATZ, BARRON, SQUITERO & FAUST, P.A.

William D. Rohrer

William D. Rohrer

WDR/sjz

WLC 7/27

FILED

OFFICE OF THE
CLERK OF THE
STATE OF FLORIDA
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**CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED
PARTNERSHIP OF THACKER FAMILY LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

GARY THACKER (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for **THACKER FAMILY LIMITED PARTNERSHIP**, hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is **Thacker Family Limited Partnership**.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address and principal place of business of the Limited Partnership is 135 Carnegie Way, Suite 600, Atlanta, Georgia 30303. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is as follows:

**GARY THACKER
135 Carnegie Way, Suite 600
Atlanta, Georgia 30303**

4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2030.

5. Agent for Service of Process and Agent's Address: The Agent for service of process on the Partnership shall be CORPCO, Inc., located at 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133.

6. Capital Contributions: The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners shall contribute is Ninety Nine Thousand and No/100 Dollars (\$99,000.00) Dollars.

7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 3rd day of July, 2000, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:


GARY THACKER

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 13th day of July, 2000.

CORPCO, INC., a Florida corporation

By: Marc G. Gaudet

Registered Agent

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TALLAHASSEE FLORIDA