PULLUM & PULLUM, P.A.
ATTORNEYS AND COUNSELORS AT LAW

J. STEPHEN PULLUM MARYBETH L. PULLUM

SUITE 701 FIRST FAMILY OAKS 1330 W. CITIZENS BLVD. LEESBURG, FLORIDA 34748

TELEPHONE (352) 728-3060

FAX (352) 728-0003

August 1, 2000

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Corporate Records Bureau
Division of Limited Partnerships
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: BILL P. CUMBAA FAMILY LIMITED PARTNERSHIP

Gentlemen:

Find enclosed a check in the amount of \$1,837.50 to cover the following fees of your office.

Filing Limited Partnership	\$1,750.00	
(Maximum Fee)	52.50	7. S
Certified Copy		
Filing Resident Agent Form	35.00	

We enclose original and one copy of Certificate of Limited Partnership of this proposed Limited Partnership, Affidavit of Capital Contributions and executed resident agent form. Please endorse your approval on the copy of the Certificate of Limited Partnership, certify same and return to us, together with acknowledgment of filing of resident agent:

Thank you for your attention to the above.

Very truly yours, Anda Hutan

8/9

Linda H. Hutson Legal Assistant

/lhh
Enclosures
(L:\Cumbaa\FLP8.lhh)

CERTIFICATE OF LIMITED PARTNERSHIP BILL P. CUMBAA FAMILY LIMITED PARTNERSHIP, A LIMITED PARTNERSHIP

The undersigned, desiring to form a Limited Partnership pursuant to the laws of the State of Florida, certify as follows:

- 1. NAME OF LIMITED PARTNERSHIP. The name of the Limited Partnership is BILL P. CUMBAA FAMILY LIMITED PARTNERSHIP, a Limited Partnership.
- 2. OFFICE FOR MAINTENANCE OF BUSINESS RECORDS. The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 2402 Griffin Drive, Leesburg, Florida 34748.
- 3. AGENT FOR SERVICE OF PROCESS. The name and address of the Partnership's agent for service of process in Florida is J. STEPHEN PULLUM, 1330 West Citizens Blvd., Suite 701, Leesburg, Florida 34748.
- 4. GENERAL PARTNERS. The name and business address of each General Partner in the Limited Partnership is as follows:

Name
Address

BILL P. CUMBAA
2402 Griffin Drive
Leesburg, Florida 34748

GREGORY S. CUMBAA
2405 Griffin Drive
Leesburg, FL 34748

- 5. ADDRESS OF PARTNERSHIP. The mailing address of the Limited Partnership is 2402 Griffin Drive, Leesburg, Florida 34748.
- 6. DATE OF DISSOLUTION. The latest date on which the Limited Partnership is to dissolve is thirty (30) years from the effective date of this Limited Partnership.

Dated:

Leesburg, Florida

BILL P. CUMBAA

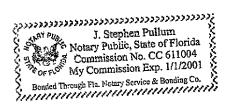
REGORY S'.\ CUMBAA

"General Partners"

STATE OF FLORIDA

COUNTY OF LAKE	70 C
The foregoing instrument was a day of, 2000, by BILL said person did not take an oath a ally known to me, produced state of the United States within identification, or produced	ind (check one) is persona driver's license (issued by a personal the last five (5) years) as
	Printed Name: Notary Public State of Florida
	Commission Number:
	My Commission Expires:
STATE OF FLORIDA COUNTY OF LAKE The foregoing instrument was a day of, 2000, by Partner. Said person did not take personally known to me, prop by a state of the United States wi identification, or produced	an oath and (check one) is duced a driver's license (issued thin the last five (5) years) as
	Printed Name: Notary Public State of Florida Commission Number: My Commission Expires:

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who are all the General Partners of the BILL P. CUMBAA PARTNERSHIP, LTD, a Limited Partnership, declare that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The Limited Partner has made capital contributions in the following amounts:

Name of Limited Partner

Amount of Contribution

BILL P. CUMBAA, as Trustee of the BILL P. CUMBAA LIVING TRUST AGREEMENT, dated September 30, 1992, as amended

\$1,000,000.00

2. It is anticipated that the Limited Partner listed below will make capital contributions in the future in the following amounts:

Name of Limited Partner

Amount of Contribution

BILL P. CUMBAA, as Trustee \$4,000,000.00 of the BILL P. CUMBAA LIVING TRUST AGREEMENT, dated September 30, 1992, as amended

00

Dated:

2000

Lesburg, Florida

BILL P CUMBAA

RECORY S. CUMBAA

"General Partners"

STATE OF FLORIDA COUNTY OF LAKE

The foregoing instrument was acknowledged before me this day of ______, 2000, by BILL P. CUMBAA, as General Partner.

Said person did not take an oath a ally known to me, produced a state of the United States withi identification, or produced	a driver's license (issued by a n the last five (5) years) as
	Printed Name: Notary Fublic State of Florida Commission Number: My Commission Expires:
STATE OF FLORIDA COUNTY OF LAKE The foregoing instrument was a day of, 2000, by of, 2000, by of, 2000, by of, produced by a state of the United States with identification, or produced	an oath and (check one) / is uced a driver's license (issued thin the last five (5) years) as
(L:\Cumbaa\FLP4.lhh)	Printed Name: Notary Public State of Florida Commission Number: My Commission Expires: My Commission Expires: Notary Public, State of Florida Notary Public, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.061, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-- THAT BILL P. CUMBAA FAMILY LIMITED PARTNERSHIP, A LIMITED PARTNERSHIP DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT CITY OF LEESBURG, STATE OF FLORIDA, HAS NAMED J.
STEPHEN PULLUM, LOCATED AT 1330 W. CITIZENS BLVD., SUITE 701, CITY
OF LEESBURG, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE (General Partner)

TITLE Souloal Solution

DATE 7-28-2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Resident Agent)

DATE /

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