

A00000001412

LAW OFFICES

PURCELL, FLANAGAN & HAY, P.A.

548 LANCASTER TERRACE
JACKSONVILLE, FL 32204-4129

MAILING ADDRESS:
POST OFFICE BOX 40749
JACKSONVILLE, FL 32203

THOMAS K. PURCELL
TIMOTHY L. FLANAGAN
JONATHAN L. HAY
HARRIS L. BONNETTE, JR.
CLARENCE F. FRAZIER
JOHN I. FISHBURNE, III

TELEPHONE
(904) 355-0355
TELECOPIER
(904) 355-0820

EMAIL
JFISHBURNE@JAXTAXLAW.COM

September 7, 2000

VIA FEDERAL EXPRESS

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

500003387175--2
-09/08/00--01071--024
***1785.00 ***1785.00

Re: Sandifer Investments, Ltd.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions and Certificate Designating Registered Office and Registered Agent for the Service of Process Within Florida.

Please file the originals and return the copies to me stamped "filed." Enclosed is our check in the amount of \$1,785.00 computed as follows:

Filing Fee	\$1,750.00
Registered Agent Fee	35.00
TOTAL	<u>\$1,785.00</u>

FILED
SEP 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please feel free to call if you have any questions.

Very truly yours,



Jack Fishburne

A00-1412
9-13
[Handwritten initials and signatures]

JIF/sa

Enclosures

c: Mr. Norwood H. Sandifer

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

SANDIFER INVESTMENTS, LTD.

The undersigned general partner files this Certificate of Limited Partnership of Sandifer Investments, Ltd. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

1. **NAME.** The name of the limited partnership is Sandifer Investments, Ltd.

2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** 2145 Dennis Street, Jacksonville, Florida 32203.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:**
Norwood H. Sandifer, whose business address is 2145 Dennis Street, Jacksonville, Florida 32203.

4. **NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:**

NAME

Sandifer Enterprises, Inc.

ADDRESS

2145 Dennis Street
Jacksonville, Florida 32203

5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**
When this Certificate is filed with the Secretary of State.

6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2050.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNER:** The limited partner will make initial capital contributions for his partnership interest of \$3,500,000 and it is anticipated that the limited partner may make additional capital contributions of up to \$500,000. The total amount anticipated to be contributed by the limited partner is \$4,000,000.

8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

FILED
SEP - 8 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

899-87683

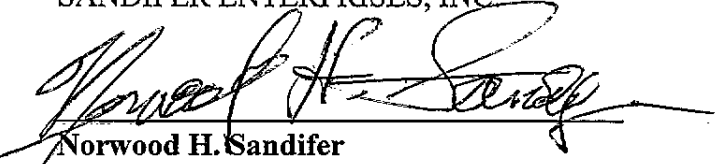
.8.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

.8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

.8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 28 of August, 2000.

SANDIFER ENTERPRISES, INC


Norwood H. Sandifer
Its President

FILED
90 SEP -8 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

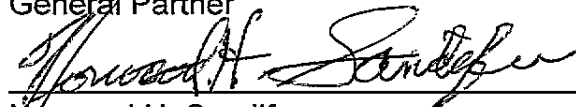
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

Sandifer Investments, Ltd., desiring to organize or qualify under the laws of the State of Florida hereby designates **Norwood H. Sandifer** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 2145 Dennis Street, Jacksonville, Florida 32203.

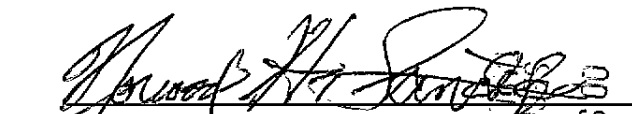
DATED this 25th day of August, 2000.

SANDIFER ENTERPRISES, INC.,
General Partner


Norwood H. Sandifer
President

Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 25th day of Aug, 2000.


Norwood H. Sandifer

FILED
00 SEP -8 PM 5:00
SECRETARY OF STATE
JACKSONVILLE, FLORIDA