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October 24, 2000

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: C.L.D. Investments, Ltd.
C.L.D. Properties, Ltd.

600003439616--2
-10/25/00--01091--001
***3570.00 ***1785.00

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 for the above-referenced partnerships.

Please file the originals and return the copies to me stamped "filed." Enclosed is our check in the amount of \$3,570.00 computed as follows:

C.L.D. Investments, Ltd.:

Filing Fee	\$1,750.00
Registered Agent Fee	35.00

C.L.D. Properties, Ltd.:

Filing Fee	\$1,750.00
Registered Agent Fee	35.00

TOTAL **\$3,570.00**

Please feel free to call if you have any questions.

Very truly yours,

Jack Fishburne

JIF/gh

Enclosures

c: Mrs. Joyce C. Miller

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TALLAHASSEE, FLORIDA

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

OF

C.L.D. PROPERTIES, LTD.

The undersigned general partner files this Certificate of Limited Partnership of C.L.D. PROPERTIES, 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 C.L.D. PROPERTIES, 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:** 101 N.E. 16th Avenue, Ocala, Florida 34470.
3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** C. L. Dinkins, Jr., whose business address is 101 N.E. 16th Avenue, Ocala, Florida 34470.
4. **NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:**

<u>NAME</u>	<u>ADDRESS</u>
C.L.D. Management, Inc. P- 99996	101 N.E. 16th Avenue Ocala, Florida 34470

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, 2050.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$8,000,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$5,000,000. The total amount anticipated to be contributed by the limited partners is \$13,000,000.

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

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


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

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c. 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 24th of October X, 2000.

C.L.D. MANAGEMENT, INC.,
General Partner


C. L. Dinkins, Jr.
Its: President

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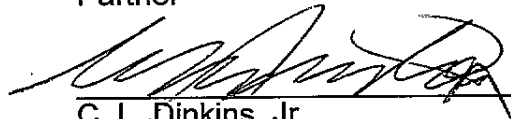
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

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

C.L.D. PROPERTIES, LTD., desiring to organize or qualify under the laws of the State of Florida hereby designates **C. L. Dinkins, Jr.** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 101 N.E. 16th Avenue, Ocala, Florida 34470.

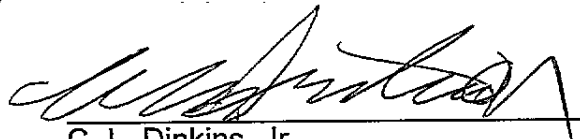
DATED this 24th day of October, 2000.

C.L.D. MANAGEMENT, INC., General
Partner


C. L. Dinkins, Jr.
Its: 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 24th day of October, 2000.


C. L. Dinkins, Jr.

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