

KATZ, BARRON, SQUITERO & FAUST, P.A.

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November 21, 2000

Via Federal Express

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

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 ***1785.00 ***1785.00

**Re: W&G Johnson Family Limited Partnership
 Our File No. 10024002**

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 \$1,785.00 (filing fee \$1,750.00; registered agent fee \$35). 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.

WDR

Name	William D. Rohrer
Availability	
Examiner	
Updater	
Verifier	
Acknowledgement	
#. P. Verifier	

FLCP - FILING NOT REQUIRED FOR GPS
- Yelt
WDR 11/29
FF \$1750.00
RA 35.00

WDR/sjz
 enclosures
 cc: Mr. and Mrs. Walter R. Johnson
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**CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED
PARTNERSHIP OF W&G JOHNSON FAMILY LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

WALTER ROYLE JOHNSON, JR. REVOCABLE LIVING TRUST and GLORIA
D.C. JOHNSON REVOCABLE LIVING TRUST (collectively, the "General Partners") hereby
make, acknowledge, and file this Certificate of Limited Partnership (the "Certificate") for **W&G**
JOHNSON FAMILY LIMITED PARTNERSHIP, hereinafter referred to as the "Partnership".

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1. Name of Partnership: The name of the Partnership is **W&G JOHNSON 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 269 Mashta Drive, Key
Biscayne, Florida 33149. The General Partners 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 Partners in the Partnership is as follows:

**WALTER ROYLE JOHNSON, JR. REVOCABLE LIVING TRUST
and GLORIA D.C. JOHNSON REVOCABLE LIVING TRUST
c/o WALTER and GLORIA JOHNSON
269 Mashta Drive
Key Biscayne, Florida 33149**

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 Two Million Three Hundred and Forty Nine Five Hundred and Forty-Four Dollars (\$2,349,544.00).

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

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and seals and swear to the foregoing as of the 14 day of November, 2000, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNERS:

**WALTER ROYLE JOHNSON, JR.
REVOCABLE LIVING TRUST**

By: Walter R. Johnson
Walter Royle Johnson, Jr., Co-Trustee

By: Gloria D.C. Johnson
Gloria D.C. Johnson, Co-Trustee

**GLORIA D.C. JOHNSON REVOCABLE
LIVING TRUST**

By: Walter R. Johnson
Walter Royle Johnson, Jr., Co-Trustee

By: Gloria D.C. Johnson
Gloria D.C. Johnson, Co-Trustee

ACCEPTANCE BY REGISTERED AGENT

We 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 we 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 21 day of November, 2000.

CORPCO, INC., a Florida corporation

By: _____

Print Name: Howard Friedberg

Title: Vice President

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