

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

700003474647--2  
-11/22/00--01068--016  
\*\*\*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

Form with fields: Name, Availability, Examiner, Updater, Verifier, Acknowledgement, #. P. Verifier. Includes handwritten signature and date 11/29.

FLCP - FILING NOT REQUIRED FOR GPS - Yelt

WDR/sjz  
enclosures

cc: Mr. and Mrs. Walter R. Johnson

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FF \$1750.00  
RA 35.00

**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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DIVISION OF CORPORATIONS  
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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, 7<sup>th</sup> 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

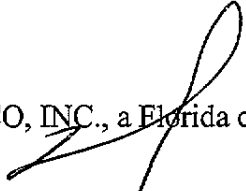
By: Gloria D.C. Johnson  
Gloria D.C. Johnson, Co-Trustee

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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