

A00000001882

Stanley G. Williams

9917 Pelican Bay Drive

Daytona Beach, FL 32119-1363

pelican1@mindspring.com

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

December 1, 2000

MJH

900003485189--0
-12/04/00--01121--001
***1750.00 ***1750.00

RE: KDW Partnership, Ltd.

900003485189--0
-12/04/00--01121--002
*****35.00 *****35.00

Dear Madam:

Enclosed please find the Certificate of Limited Partnership, the Resident Agent Designation, and the Affidavit of Capital Contributions on the above-captioned limited partnership. My check in the amount of \$1750. payable to the Secretary of State, State of Florida. is enclosed. Also enclosed is check in the amount of \$35.00 for the designation of the resident agent.

Please send the acknowledgment to the address shown below.

Thank you for your assistance in this matter.

Very truly yours,

Stanley G. Williams

Stanley G. Williams
917 Pelican Bay Drive
Daytona Beach, FL 32119
Ph. 904-767-0915

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -4 PM 2:46

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
KDW PARTNERSHIP, LTD.**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is:

KDW PARTNERSHIP, LTD.

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

917 Pelican Bay Drive
Daytona Beach, Florida 32119-1363

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Stanley G. Williams.
917 Pelican Bay Drive
Daytona Beach, Florida 32119-1363

IV. General Partner

The name and business address of the general partner of the partnership is as follows:

P99 000004701
Pelican Enterprises Team, Inc.
917 Pelican Bay Drive
Daytona Beach, Florida 32119-1363

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V. Mailing Address

The mailing address of the partnership is as follows:

c/o Pelican Enterprises Team, Inc.
917 Pelican Bay Drive
Daytona Beach, Florida 32119-1363

VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2040.

WHEREFORE, the undersigned, the General Partner of the partnership, has executed this Certificate of Limited Partnership on December 1, 2000.

GENERAL PARTNER:

Pelican Enterprises Team, Inc., a Florida corporation

By: _____

Name: Stanley G. Williams

Title: President

LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 620.105, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT KDW Partnership, Ltd.
(Name of Limited Partnership)

WITH ITS PLACE OF BUSINESS AT 917 Pelican Bay Drive, Daytona Beach, FL 32119-1363

HAS NAMED Stanley G. Williams
(Name of Registered Agent)

LOCATED AT 917 Pelican Bay Drive, Daytona Beach, FL 32119-1363
(Street Address and Number of Building, Post
Office Box Addresses ARE NOT Acceptable)

CITY OF DAYTONA BEACH, **STATE OF** FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

GENERAL PARTNER:

Pelican Enterprises Team, Inc., a Florida corporation

By: Stanley G. Williams
Name: Stanley G. Williams
Title: President
Date: December 1, 2000

Having been named to accept Service of Process for the above-stated Limited Partnership, at the place designated in this certificate, Stanley G. Williams, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 620.192, Florida Statutes.

REGISTERED AGENT:

Stanley G. Williams
Stanley G. Williams
Date: December 1, 2000

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, Stanley G. Williams, having been sworn, hereby declare and certify that I am President of Pelican Enterprises Team, Inc., a Florida corporation, which corporation is the sole general partner of KDW Partnership, Ltd., a Florida limited partnership (the "Partnership"), and that:

1. The amount of the initial capital contributions of the limited partners of the Partnership is \$-0-.
2. The total amount of capital anticipated to be contributed by the limited partners of the Partnership is ~~\$200,000.00~~ \$247,500.00

This 1st day of December , 2000.

FURTHER AFFLIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and the facts so stated are true and correct to the best of my knowledge and belief.

GENERAL PARTNER:

Pelican Enterprises Team, Inc., a Florida corporation

By: Stanley G. Williams

Name: Stanley G. Williams

Title: President

Date: December 1, 2000

STATE OF FLORIDA COUNTY OF VOLUSIA

I am a Notary Public authorized to administer oaths and to take acknowledgements in and for the state and county set forth above. The foregoing Affidavit of Capital Contributions was acknowledged, subscribed, and sworn to before me by Stanley G. Williams on this 1 day of December, 2000.

Jolene L. Faucette
Notary Public - State of Florida

Personally Known

Print Notary Name:

Produced Identification

My Commission Number is:

Type of Identification FLDL
W 452 787 212430

My Commission expires:

