

December 6, 2000

VIA CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Florida Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

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Re:

J.L. Hutchings of South Florida, Ltd.

Dear Sir/Madam:

A-1963

Enclosed for filing, please find an original and one (1) copy of the proposed Certificate of Limited Partnership of J.L. Hutchings of South Florida, Ltd., together with check number 2198 in the amount of \$1,837.50 representing the filing fee for such certificate.

Sincerely,

Helen Brock Ford

Paralegal

/hbf Enclosures ON DEC 12 AM II: 40
SECRETARY OF STATE
SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP OF J.L. HUTCHINGS OF SOUTH FLORIDA, LTD.

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of J.L. HUTCHINGS OF SOUTH FLORIDA, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

- 1. The name of the Partnership shall be J.L. HUTCHINGS OF SOUTH FLORIDA, LTD.
- 2. The address of the office where records shall be kept shall be 888 East Las Olas Boulevard, Suite 601, Fort Lauderdale, Florida 33301-2272. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
 - 3. The name and address of the general partner is:

James L. Hutchings, Trustee of the James L. Hutchings Revocable Trust dated October 6, 1983, as amended and restated 888 East Las Olas Boulevard Suite 601 Fort Lauderdale, Florida 33301-2272

- 4. The mailing address of the limited partnership is 888 East Las Olas Boulevard, Suite 601, Fort Lauderdale, Florida 33301-2272.
- 5. The latest date upon which the Partnership is to dissolve shall be December 31, 2050.

This Agreement has been executed by the undersigned this 30th day of November,

GENERAL PARTNER:

James I. Hutchings, Trustee of the Carnes I. Hutchings Revocable Trust dated October 1988, as amended and restated

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for J.L. HUTCHINGS OF SOUTH FLORIDA, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with the undersigned's statutory obligations as such.

B&C Corporate Services of Central Florida, Inc.

By:
Anthony W. Palma, Vice President

Dated this 30thday of November, 2000.



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of J.L. HUTCHINGS OF SOUTH FLORIDA, LTD., and being duly sworn does hereby set forth the following for the purposes of accompanying the filing of the Certificate of Limited Partnership of J.L. HUTCHINGS OF SOUTH FLORIDA, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is real property with an estimated value of \$300,000.00 and no further capital contributions from the limited partners are reasonably anticipated at this time.

This Affidavit is executed and sworn to by:

GENTERAL PARTNER:

Markes L. Hutchings, Trustee of the James L. Hutchings Revocable Trust dated October 6, 1983, as amended and restated

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30th day of November, 2000, by James L. Hutchings, Trustee of the James L. Hutchings Revocable Trust dated October 6, 1983, as amended and restated, General Partner of J.L. Hutchings of South Florida, Ltd., and who is personally known to me.

Notary Public

My Commission Expires:

Type, print or stamp name of not

HELEN BROCK FORD
MY COMMISSION # CC 720987
EXPIRES: April 12, 2002
Bonded Thru Notary Public Underwritans

DEC 12 AMII:

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