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LAW OFFICES  
**PURCELL FLANAGAN & HAY, P.A.**

1540 LANCASTER TERRACE  
JACKSONVILLE, FL 32204

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LINDA R. WICKER

December 15, 2000

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**VIA FEDERAL EXPRESS**

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

Re: JNR & KKR, Ltd.

000003504260--5  
-12/18/00--01108--006  
\*\*\*1785.00 \*\*\*1785.00

Dear Sir or Madam:

W-29732 / A01-3

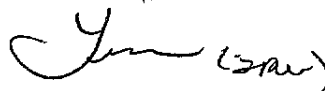
Enclosed please find an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions and Certificate Designating Registered Office and Registered Agent for the Service of Process Within Florida.

Please file the originals and return the copies to me stamped "filed." Enclosed is our check in the amount of \$1,785.00 computed as follows:

Filing Fee .....	\$1,750.00
Registered Agent Fee .....	35.00
TOTAL .....	<u>\$1,785.00</u>

Please feel free to call if you have any questions.

Very truly yours,



Timothy L. Flanagan

TLF/lrw/pwp  
Enclosures  
c: Mr. J. Neil Rood

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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 26, 2000

LINDA WICKER  
PURCELL, FLANAGAN & HAY, P.A.  
PO BOX 40749  
JACKSONVILLE, FL 32203

SUBJECT: JNR & KKR LTD  
Ref. Number: W00000029732

We have received your document for JNR & KKR LTD and your check(s) totaling \$1758.00. However, the document has not been filed and is being retained in this office for the following:

This letter will confirm our conversation today. Because your client wants this filing to be completed after December 31, 2000, and because it is so close to the end of the year now, I will hold your document until the New Year and file it then. Once the document has been filed I will send you notice of the fact.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 200A00064350

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

**OF**

**JNR & KKR, LTD.**

The undersigned general partner files this Certificate of Limited Partnership of JNR & KKR, 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 JNR & KKR, 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:** 12192 Mandarin Road, Jacksonville, Florida 32223.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** J. Neil Rood, whose business address is 12192 Mandarin Road, Jacksonville, Florida 32223.

4. **NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:**

**NAME**

**ADDRESS**

JNR & KKR, Inc.

12192 Mandarin Road  
Jacksonville, Florida 32223

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TALLAHASSEE FLORIDA

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 31, 2050.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNER:** The limited partner will make initial capital contributions for his partnership interest of \$5,000,000 and it is anticipated that the limited partner may make additional capital contributions of up to \$5,000,000. The total amount anticipated to be contributed by the limited partner is \$10,000,000.

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


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

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

8.3 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 6<sup>th</sup> of December, 2000.

JNR & KKR, INC.

  
\_\_\_\_\_  
J. NEIL ROOD  
President

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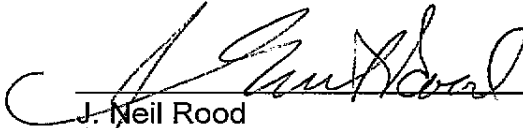
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

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

**JNR & KKR, Ltd.**, desiring to organize or qualify under the laws of the State of Florida hereby designates **J. Neil Rood** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 12192 Mandarin Road, Jacksonville, Florida 32223.

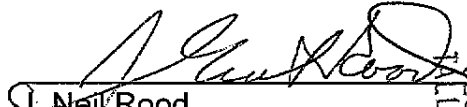
DATED this 6<sup>th</sup> day of December, 2000.

JNR & KKR, INC.,  
General Partner

  
\_\_\_\_\_  
J. Neil Rood  
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 6<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
J. Neil Rood

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA