



A 01000000035

ACCOUNT NO. : 072100000032
REFERENCE : 956781 11626A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 8, 2001

ORDER TIME : 11:42 AM

ORDER NO. : 956781-015

CUSTOMER NO: 11626A

CUSTOMER: Ms. Gail Neuharth
Myers Krause & Stevens

Suite 600
5811 Pelican Bay Boulevard
Naples, FL 34108

01 JAN -8 AM 8:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ESSON PROPERTIES, LTD.

800009527758--3
-01/08/01--01083--011
***1837.50 ***1837.50

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN -8 PM 12:55

Handwritten signature/initials

CERTIFICATE OF LIMITED PARTNERSHIP
ESSON PROPERTIES, LTD.

01 JAN 20 AM 8:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned sole general partner, desiring to form a limited partnership pursuant to the laws of the State of Florida, certifies as follows:

- Name of Limited Partnership.** The name of the limited partnership is **ESSON PROPERTIES, LTD.**
- Office for Maintenance of Business Records.** The address of the office at which the records of the limited partnership will be kept is 8477 Bay Colony Drive, 12 North, Naples, Florida 34108.
- Agent for Service of Process.** The name and address of the partnership's agent for service of process in Florida is Gail K. Neuharth, Esq., 5811 Pelican Bay Boulevard, Suite 600, Naples, Florida 34108.
- General Partner.** The name and business address of the General Partner in the Limited Partnership are as follows:

<u>Name</u>	<u>Address</u>
Esson Properties, Inc. PO1000002623	8477 Bay Colony Drive, 12 North Naples, Florida 34108

- Mailing Address of Partnership.** The mailing address of the limited partnership is 8477 Bay Colony Drive, 12 North, Naples, Florida 34108.
- Latest Date of Dissolution.** The latest date on which the limited partnership is to dissolve is December 31, 2050.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof, and that the facts stated herein are true and correct.

Dated as of this 22 day of December, 2000.

**GENERAL PARTNER
ESSON PROPERTIES, INC.,
a Florida corporation**

James D. Esson
By: James D. Esson
Its: President

I hereby accept appointment as registered agent for the partnership.

Gail K. Neuharth
GAIL K. NEUHARTH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole General Partner of Esson Properties, Ltd., declares that the capital contributions of the Limited Partners in the partnership are as follows:

The Limited Partners have made and anticipate to make capital contributions of \$10,000,000.

Further Affiant sayeth not. Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof, and that the facts stated herein are true and correct.

ESSON PROPERTIES, INC.
a Florida corporation,
GENERAL PARTNER

James D. Esson

By: JAMES D. ESSON
Its: PRESIDENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was sworn to and subscribed before me this 22 day of December, 2000, by James D. Esson, the President of Esson Properties, Inc., as General Partner of Esson Properties, Ltd., who is personally known to me or who has produced a driver license as identification.



Commission # 8000000000
Expires May 5, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public
State of Florida
My Commission Expires:
My Commission Number:

(Printed, typed or stamped commissioned name of Notary Public)

AUTHORIZATION TO USE THE NAME
ESSON PROPERTIES, LTD

I, the undersigned, being the sole incorporator of ESSON PROPERTIES, INC. and being the President of the corporation of ESSON PROPERTIES, INC., the sole General Partner of the partnership to be named "ESSON PROPERTIES, LTD." hereby permit and authorize the partnership to use the name "ESSON PROPERTIES, LTD."



JAMES D. ESSON, Incorporator and President of
ESSON PROPERTIES, INC., the General Partner
of ESSON PROPERTIES, LTD.

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TALLAHASSEE, FLORIDA