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LAW OFFICES OF MARK F. DAHLE, P. A.

650 SOUTH FLORIDA AVENUE
BUILDING 1, SUITE 105
POST OFFICE BOX 6629
LAKELAND, FLORIDA 33807-6629

MARK F. DAHLE

ALSO ADMITTED TO PRACTICE IN
SOUTH CAROLINA AND BEFORE THE
UNITED STATES TAX COURT

TELEPHONE (863) 644-3307
TOLL FREE (800) 801-2228
FACSIMILE (863) 646-6992

February 1, 2001

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

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-02/02/01--01106--008
***1785.00 ***1785.00

FIRST CLASS MAIL

SUBJECT: The Mary W. Martin Family Limited Partnership

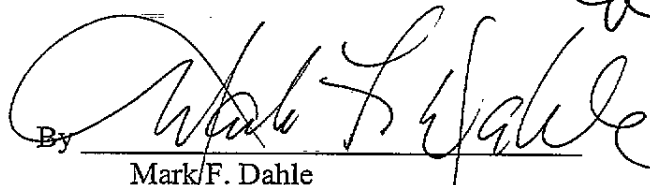
Dear Sir or Madam:

Enclosed please find duplicate original Certificates of Limited Partnership and Affidavits of General Partner of the Mary W. Martin Family Limited Partnership prepared for filing. Also enclosed you will please find my trust account check number 5165 in the amount of One Thousand Seven Hundred Eighty-five and no/100ths (\$1,785.00) Dollars representing payment of the fee in anticipation of contributions in the amount of One Thousand Seven Hundred Fifty and no/100ths (\$1,750.00) Dollars and the registered agent fee of Thirty-five and no/100ths (\$35.00) Dollars.

Please return the Certificate to this office upon completion of the filing. Thank you for your assistance in this matter.

Very truly yours,

Law Offices of Mark F. Dahle, P. A.

By 
Mark F. Dahle

A01-186

FILED
01 FEB -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL

W2737.6:rr
Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MARY W. MARTIN FAMILY LIMITED PARTNERSHIP

A Florida Limited Partnership

In accordance with Florida Statute Section 620.108, this Certificate of Limited Partnership shall be filed with the Department of State, State of Florida, setting forth the following:

1. **Name**. The name of this Limited Partnership shall be MARY W. MARTIN FAMILY LIMITED PARTNERSHIP.

2. **Registered Agent and Addresses**. The office and the name of the agent for service of process required to be maintained is as follows:

Mary W. Martin
2025 Sylvester Road, QQ 2
Lakeland, Florida 33803

3. **General Partners**. The name and business addresses of the general partners are:

Mary W. Martin
2025 Sylvester Road, QQ 2
Lakeland, Florida 33803

4. **Mailing Address**. The principal office and mailing address of the partnership is:

Mary W. Martin
2025 Sylvester Road, QQ 2
Lakeland, Florida 33803

5. **Termination Date**. The latest date upon which the limited partnership is to dissolve is December 31, 2025.

Mary W. Martin
Mary W. Martin
General Partner

FILED
01 FEB -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARY W. MARTIN FAMILY LIMITED PARTNERSHIP AGREEMENT of December 18, 2000

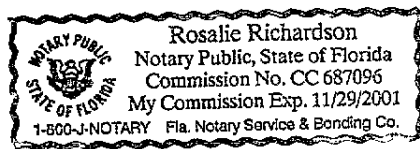
ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing Mary W. Martin Family Limited Partnership, I hereby accept and am familiar with the duties and responsibilities of acting as registered agent.

Mary W. Martin
Mary W. Martin

STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 22nd day of December, 2000, by MARY W. MARTIN, who produced a Florida Driver's License and who did take an oath.



Rosalie Richardson
Rosalie Richardson
Notary Public, State of Florida
My Commission Expires:

FILED
01 FEB -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF POLK)

AFFIDAVIT OF GENERAL PARTNER

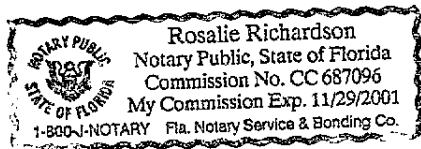
BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared MARY W. MARTIN, known to me to be the general partner of MARY W. MARTIN FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, who before me first duly sworn, declare as follows:

1. The amount or value of capital initially contributed to the Partnership by the limited partners is Nine Hundred Twenty-one Thousand and no/100ths Dollars (\$921,000.00).
2. The amount or value of capital anticipated to be contributed to the Partnership by the limited partners is: none.

Mary W. Martin
MARY W. MARTIN
General Partner

STATE OF FLORIDA)
)
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 22nd day of December, 2000, by MARY W. MARTIN, who is personally known to me or who has produced a Florida Driver's license as identification and who did take an oath.



Rosalie Richardson
Rosalie Richardson
Notary Public, State of Florida
My Commission Expires:

FILED
FEB - 2 PM 5:00
NOTARY PUBLIC
STATE OF FLORIDA