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TODD WATSON  
ATTORNEY AT LAW

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MJH

January 9, 2001

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

00789-00530 - 00671

Re: Clarke Resources Limited Partnership

W01-1153  
800003533278--4  
-01/11/01--01085--001  
\*\*\*1837.50 \*\*\*1837.50

Dear Sir:

CC

Enclosed are the following:

1. Certificate of Clarke Resources Limited Partnership;
2. Acceptance of Appointment as Registered Agent;
3. Affidavit of Capital Contributions; and
4. Our check #593 in the amount of \$1,837.50 of which \$1,750.00 represents the filing fee for the Limited Partnership, \$35.00 represents the registered agent fee and \$52.50 represents the fee for a certified copy of the Certificate of Limited Partnership.

Please file these documents on behalf of Clarke Resources Limited Partnership.  
Please contact our office should you have any questions concerning this matter.

Sincerely,



Ginger Cassada  
Legal Assistant

Enclosures  
/gc

CLARKE RESOURCES LIMITED PARTNERSHIP/SECRETARY OF STATE COVER LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 FEB -5 PM 2:21



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 16, 2001

GINGER CASSADA  
TODD WATSON  
7785 BAYMEADOWS WAY, SUITE 107  
JACKSONVILLE, FL 32256

SUBJECT: CLARKE RESOURCES LIMITED PARTNERSHIP  
Ref. Number: W01000001153

We have received your document for CLARKE RESOURCES LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

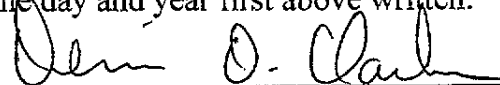
Letter Number: 301A00002408

**CERTIFICATE OF  
CLARKE RESOURCES LIMITED PARTNERSHIP**

**THIS CERTIFICATE** is executed on the 1st day of December, 2000, with respect to the agreement of Clarke Resources Limited Partnership ("the Partnership").

1. Name. The Partnership's name is "Clarke Resources Limited Partnership".
2. Partnership's Business. The Partnership's business is owning, developing, leasing, managing, and selling real estate, other investments and all other related acts. The Partnership may also do all other acts permitted for limited partnerships under the laws of the State of Florida.
3. Partnership's Address: The Partnership's principal place of business address is 1160 NW CR 341, Bell, Florida, 32619, and mailing address is 1160 NW CR 341, Bell, Florida, 32619.
4. Registered Agent. The street and mailing address of the registered agent of the Partnership is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256, and the name of the registered agent at that address is Todd Watson, Attorney at Law.
5. General Partner. Clarke Resources, Inc., a validly existing Florida Corporation # 700000110893, is the sole general partner, and its principal place of business address is 1160 NW CR 341, Bell, Florida, 32619, and mailing address is 1160 NW CR 341, Bell, Florida, 32619.
6. Effective Date. This limited partnership shall become effective on date of filing with the Florida Secretary of State.
7. Dissolution. The latest date on which the limited partnership is to be dissolved and its affairs wound up is December 31, 2031.

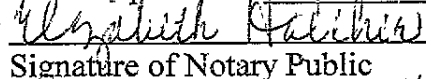
**IN WITNESS WHEREOF**, the undersigned, Dennis O. Clarke, as President of Clarke Resources, Inc., the Partnership's general partner, has signed and sealed this certificate, on the day and year first above written.



Dennis O. Clarke, as President of Clarke Resources, Inc., General Partner

STATE OF Texas  
COUNTY OF Travis

The foregoing instrument was acknowledged in my presence this 13<sup>th</sup> day of December, 2000, by, Dennis O. Clarke, as President of Clarke Resources, Inc. on behalf of Clarke Resources, Inc. as general partner, who is personally known to me or who has produced Sup, as identification.

  
Signature of Notary Public

Notary's Seal:

11-4-01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 FEB - 5 PM 2:28

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

**BEFORE ME**, the undersigned, appeared Dennis O. Clarke, as President of Clarke Resources, Inc. the general partner of Clarke Resources Limited Partnership, a Florida Limited Partnership, certifies as follows:

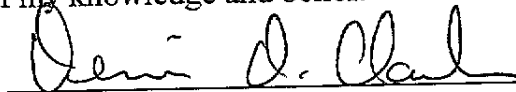
The amount of capital contributions to date of the limited partners is approximately \$6,000,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals Six Million Dollars (\$6,000,000.00).

This 13<sup>th</sup> day of December, 2000.

### **FURTHER AFFIANT SAYETH NOT.**

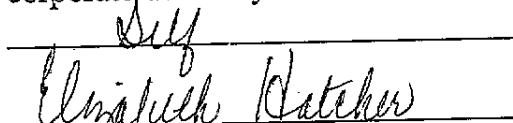
Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.



Dennis O. Clarke, as President of  
Clarke Resources, Inc. General  
Partner of Clarke Resources Limited Partnership

STATE OF Tennessee  
COUNTY OF Greene

The foregoing instrument was acknowledged in my presence this 13<sup>th</sup> day of December, 2000, by, Dennis O. Clarke, as President of Clarke Resources, Inc., the General Partner of Clarke Resources Limited Partnership, who possesses all necessary corporate authority for this action, who is personally known to me or who has produced Self, as identification.



Signature of Notary Public

Notary's Seal:

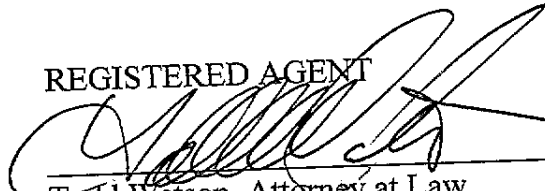
11-4-01

## ACCEPTANCE OF APPOINTMENT

### AS REGISTERED AGENT

Having been named as registered agent for Clarke Resources Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Statutes Section 620.192.

REGISTERED AGENT

  
Todd Watson, Attorney at Law

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged in my presence this 4th day of December, 2000, by, Todd Watson, Attorney at Law, who is personally known to me or has produced personally known as identification.



Signature of Notary Public

Notary's Seal:



Alice V. Cassada  
MY COMMISSION # CC607407 EXPIRES  
March 24, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.