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## Florida Department of State

Division of Corporations

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## FLORIDA LIMITED PARTNERSHIP

Clayton Investments II, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$1,837.50

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 13, 2001

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH

SUBJECT: CLAYTON INVESTMENTS II, LTD.  
REF: W01000005677

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The designation of the registered agent must be at a Florida street address.

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

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Agnes Lunt  
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FAX Aud. #: H01000026394  
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**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**CLAYTON INVESTMENTS II, LTD.**

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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Clayton Investments II, Ltd.
2. The address of the office of the Partnership as referred to in Section 620.108, Florida Statutes, is 611 Wymore Road, Winter Park, Florida 32789.
3. The name of the agent for service of process on the Partnership shall be W. Malcolm Clayton. The address of such registered agent is 611 Wymore Road, Winter Park, Florida 32789.
4. The name and business address of the General Partner are:

Name

Address

WMC Management, LLC

611 Wymore Road  
Winter Park, Florida 32789

5. The mailing address for the Partnership is 611 Wymore Road, Winter Park, Florida 32789.
6. The latest date upon which the Partnership shall dissolve is December 31, 2099.

7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

This Certificate of Limited Partnership was executed by the General Partner this 8<sup>th</sup> day of March, 2001.

GENERAL PARTNER

WMC MANAGEMENT, LLC, a Florida limited  
liability company

By: 

W. Malcolm Clayton, as its Member

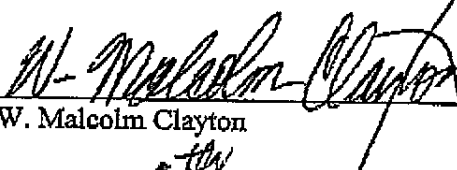
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

REGISTERED AGENT

  
W. Malcolm ClaytonDate: March <sup>ten</sup>~~8~~, 2001

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STATE OF FLORIDA

COUNTY OF ORANGE

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared W. Malcolm Clayton, a Member of WMC MANAGEMENT, LLC, the sole general partner of CLAYTON INVESTMENTS II, LTD., a Florida limited partnership (the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$1,972,631.00.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$ -0-.

FURTHER AFFLIANT SAYETH NOT.

Under 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.

GENERAL PARTNER

WMC MANAGEMENT, LLC., a Florida limited liability company

Date: March 8<sup>th</sup>, 2001

By: W. Malcolm Clayton  
W. Malcolm Clayton, as its Member

Sworn to and subscribed before me this 8<sup>th</sup> day of March, 2001, by W. Malcolm Clayton, a Member of WMC MANAGEMENT, LLC, as General Partner on behalf of CLAYTON INVESTMENTS II, LTD., a Florida limited partnership. Said person (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_



Christine A. Oweis  
Print Name: Christine A. Oweis  
Notary Public - State of Florida  
Commission No.: DD 001497  
My Commission Expires: 2/15/2005

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TALLAHASSEE, FLORIDA

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