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March 23, 2001

A. STEWART KERR (1915-1990)
ROBERT G. RUSSELL (1928-1997)
ROY H. CHRISTIANSEN (1932-2000)

Via Federal Express

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

100003910891--4
-03/26/01--01165--010
***1750.00 ***1750.00
100003910891--4
-03/26/01--01165--011
*****35.00 *****35.00

Re: Larkin Holdings, Inc. and Larkin Family Limited Partnership

Dear Sir or Madam:

Enclosed for filing with your office are the following:

1. Articles of Incorporation for Larkin Holdings, Inc., together with a check in the amount of \$35 to cover the applicable filing fee.
2. Certificate of Limited Partnership and Affidavit of Capital Contributions for Larkin Family Limited Partnership, together with a check in the amount of \$1,750 to cover the applicable filing fee.

If you have any questions, please contact the undersigned.

Very Truly Yours,

KERR, RUSSELL AND WEBER, PLC



Kenneth R. Lombardo

Enclosure

cc: Michael D. Gibson, Esq.

W01-6999
A01-438
TC
\$4,000,000

W01-6999

CERTIFICATE OF LIMITED PARTNERSHIP

1. Larkin Family Limited Partnership

(Name of Limited Partnership; must contain a suffix as "Limited", "Ltd", or Limited Partnership")

2. 1101 Windsor, Naples, FL 34108

(Business address of Limited Partnership)

3. William B. Larkin

(Name of Registered Agent for Service of Process)

4. 1101 Windsor, Naples, FL 34108

(Florida street address for Registered Agent)

5. 

(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 1101 Windsor, Naples, FL 34108

(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 50 years for the date of formation.

8. Name (s) of general partner (s):

Street address:

Larkin Holdings, Inc.

1101 Windsor, Naples, FL 34108

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

Signed this 21st day of March, 2001.

Signature of all general partners:

Larkin Holdings, Inc., General Partner

By: 

William B. Larkin, President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Larkin Family Limited Partnership, a Florida Limited Partnership, certify:

- The amount of capital contribution to date of the limited partners is \$ 198.00 .

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 4,000,000 .

Signed this 21st day of March , 2001.

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

Signed this 21st day of March , 2001.

Signature of all general partners:

Larkin Holdings, Inc., General Partner

By 

William B. Larkin, President