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280 WEST CANTON AVENUE, SUITE 410
WINTER PARK, FLORIDA 32789

April 24, 2001

200004085802--7
-04/27/01--01081--002
****121.25 ****121.25

Florida Department of State
Division of Corporations
Partnership Section
409 E. Gaines Street
Tallahassee, FL 32399

Re: L. Godwin, LTD, L.L.P.

Dear Sirs/Mesdames:

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-04/27/01--01081--002
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Enclosed are:

1. Original and one copy of Certificate of Limited Partnership for L. Godwin, LTD, L.L.P.;
2. Original and one copy of Affidavit of Capital Contribution for L. Godwin, LTD, L.L.P.;
3. Original and one copy of Statement of Qualification for L. Godwin, LTD, L.L.P.;
4. Check No. 8356 payable to Florida Department of State in the sum of \$121.25 representing fees as follows:

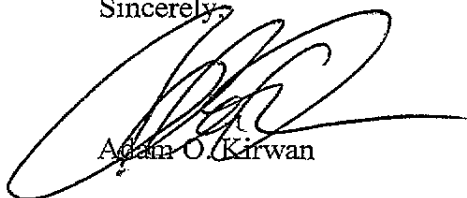
a.	\$ 52.50	Filing Fee
b.	\$ 8.75	Certificate under seal
c.	\$ 25.50	Statement of Qualification
d.	<u>\$ 35.00</u>	Designation of Registered Agent
	\$ 121.25	Total

5. Self-addressed, stamped return envelope.

Florida Department of State
April 24, 2001
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Please return all certified copies to the undersigned in the enclosed, self-addressed stamped envelope. If you have any questions, please call me.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to read 'A. Kirwan'.

Adam O. Kirwan

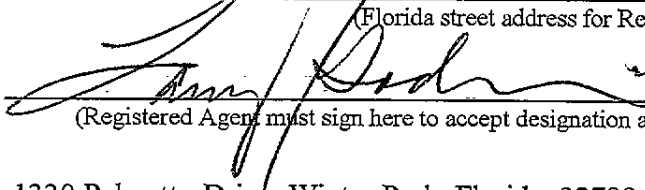
AOK/me/enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

1. L. GODWIN, LTD., L.L.P.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1330 Palmetto Drive, Winter Park, Florida, 32789
(Business address of Limited Partnership)
3. Larry Godwin
(Name of Registered Agent for Service of Process)
4. 1330 Palmetto Drive, Winter Park, Florida, 32789
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1330 Palmetto Drive, Winter Park, Florida, 32789
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: September 30, 2050

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

Street address:

Larry Godwin and Robert H. Godwin
Trustees of the Larry Godwin Revocable
Trust Under Agreement Dated December 7, 2000.

1330 Palmetto Drive
Winter Park, FL 32789

Robert H. Godwin, Trustee of the Robert H.
Godwin Revocable Trust Under Agreement
Dated March 30, 2001.

1330 Palmetto Drive
Winter Park, FL 32789

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 23rd day of April, 2001.

Signature of all general partners:

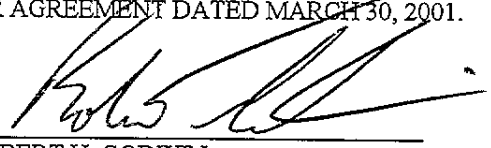
THE LARRY GODWIN REVOCABLE TRUST
UNDER AGREEMENT DATED DECEMBER 7,
2000.

THE ROBERT H. GODWIN REVOCABLE TRUST
UNDER AGREEMENT DATED MARCH 30, 2001.

By:


LARRY GODWIN, Trustee

BY:


ROBERT H. GODWIN

BY:


ROBERT H. GODWIN, Trustee

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

The undersigned constituting all of the general partners of L. GODWIN, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ -----0-----.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,000.

Signed this 23rd day of April, 2001.

FURTHER AFFLIANT SAYETH NOT.

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.

THE LARRY GODWIN REVOCABLE TRUST
UNDER AGREEMENT DATED DECEMBER 7,
2000.

THE ROBERT H. GODWIN REVOCABLE TRUST
UNDER AGREEMENT DATED MARCH 30, 2001.

By: 

LARRY GODWIN, Trustee

BY: 

ROBERT H. GODWIN

BY: 

ROBERT H. GODWIN, Trustee