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fee due \$35.00
00855-00524-00674-00671

May 1, 2001

MJH

Florida Secretary of State
Division of Corporations
Post Office Box 5588
Tallahassee, Florida 32314

VIA OVERNIGHT DELIVERY

Re: CWE, Ltd.

1001-10435

Dear Sir or Madam:

000004133216--8
-05/03/01--01043--005
*****87.50 *****87.50

Enclosed in this delivery please find the following:

1. Original and one copy of Certificate of Limited Partnership with Acceptance of Registered Agent;


000004133216--8
-05/21/01--01014--008
*****35.00 *****35.00

2. Original and one copy of Affidavit by Glenda E. Thompson; and

3. Our check in the amount of \$87.50 for the filing fee.

Please date stamp the copies and return to me in the envelope provided. Should you have any questions, please do not hesitate calling.

Sincerely yours,


Stephen L. Walker

SLW/lg
Enclosures

FILED
01 MAY 16 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESTER

MAY 7 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 9, 2001

STEPHEN L. WALKER
MOULTON MCEACHERN & WALKER, P.A.
P.O. BOX 12426
PENSACOLA, FL 32582-2426

SUBJECT: CWE, LTD.
Ref. Number: W01000010435

We have received your document for CWE, LTD. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The fee to file the Limited Partnersip is \$87.50 based on the contributions, plus \$35.00 for the Designation of Registered Agent, totaling \$122.50.,

There is a balance due of \$35.00.

Please return 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: 101A00027651

CERTIFICATE OF LIMITED PARTNERSHIP

THIS CERTIFICATE is made this 30th day of April, 2001 by **CWE Management, Inc.**, a Florida corporation, which is the sole general partner of **CWE Ltd.** (the "Partnership"). The undersigned certifies as follows:

1. The name of the limited partnership is **CWE Ltd.**
2. The address of the office required to be maintained by the Partnership in Florida pursuant to Section 620.105 of the Florida Statutes is 355 Mirabelle Drive, Pensacola, FL 32514, and the name and address of the agent for service of process is Glenda E. Thompson, 355 Mirabelle Drive, Pensacola, FL 32514.
3. The name of the sole general partner of the Partnership is **CWE Management, Inc.**, and its business address is 355 Mirabelle Drive, Pensacola, FL 32514. *PO1000045860*
4. The mailing address of the Partnership is 355 Mirabelle Drive, Pensacola, FL 32514.
5. The latest date upon which the Partnership is to dissolve is December 31, 2031.
6. This Certificate of Limited Partnership is made in accordance with Section 620.108 of the Florida Statutes.

CWE MANAGEMENT, INC.

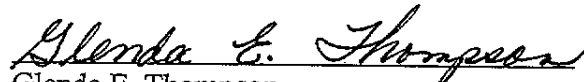
By: *Glenda E. Thompson*
Glenda E. Thompson
Its President

FILED
01 MAY 16 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for **CWE Ltd.**, a Florida limited partnership, at the place designated in the attached Certificate of Limited Partnership, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in the capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Dated this 30th day of April, 2001.


Glenda E. Thompson

AFFIDAVIT

STATE OF FLORIDA

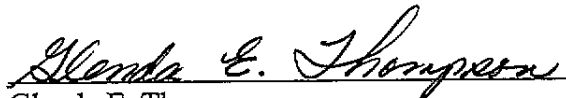
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Glenda E. Thompson who being by me first duly sworn, deposes and says:

1. I am the President of **CWE Management, Inc.**, a Florida corporation, which is the sole general partner of **CWE Ltd.**, a Florida limited partnership (the "Partnership"), and I am duly authorized to execute this affidavit on behalf of the Partnership.

2. The amount of the actual capital contribution of the limited partners to the partnership is \$12,500 which is the total amount anticipated to be contributed by the limited partners.

3. This affidavit is made in compliance with Section 620.108(1) of the Florida Statutes.

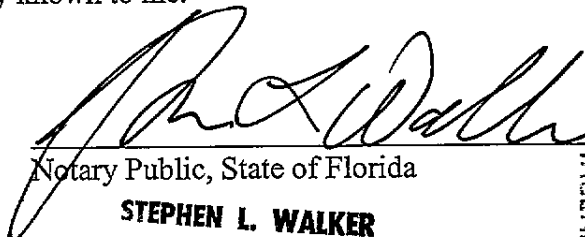

Glenda E. Thompson

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 30th day of April, 2001, by Glenda E. Thompson, as President of **CWE Management, Inc.**, the sole general partner of **CWE Ltd.**, on behalf of the partnership, who is personally known to me.




Notary Public, State of Florida
STEPHEN L. WALKER

01 MAY 16 PM 5:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA