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A01000001076

Partnership/Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Stalvey Properties, Ltd.

500004524675--3
-08/08/01--01074--001
***1785.00 ***1785.00

Gentlemen:

Enclosed for filing is an original and one copy of the Certificate of Limited Partnership, the Affidavit of Capital Contributions and the Acceptance of Designation of Registered Agent for the above-referenced limited partnership, together with our firm's check for \$1,785 in payment of the filing fee and the registered agent fee.

After the Certificate of Amendment is filed, please send us a file-stamped copy.

Very truly yours,

Kathleen Haggerty
Kathleen Haggerty
Legal Assistant

BY FEDERAL EXPRESS
Enclosures
kh:356596

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
STALVEY PROPERTIES, LTD.**

A FLORIDA LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP of Stalvey Properties, Ltd. is executed this 13th day of July, 2001, by R. Glenn Stalvey as the General Partner (the "General partner").

1. The name of the limited partnership is Stalvey Properties, Ltd. (the "Partnership").

2. The mailing address of the Partnership is Post Office Box 733, Tallahassee, Florida 32302, and the principal place of business of the Partnership is 1532 Cristobal Drive, Tallahassee, Florida 32303.

3. The name and address of the registered agent of the Partnership are Robert Glenn Stalvey, 1532 Cristobal Drive, Tallahassee, Florida 32303.

4. The name and business address of the General Partner are as follows:

R. Glenn Stalvey
Post Office Box 733
Tallahassee, FL 32303

5. The latest date upon which the Partnership shall dissolve is December 31, 2051.

6. The effective date of this Certificate of Limited Partnership shall be upon filing.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the General Partners of Stalvey Properties, Ltd. on this 13th day of July, 2001.

Robert


R. GLENN STALVEY
as General Partner

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

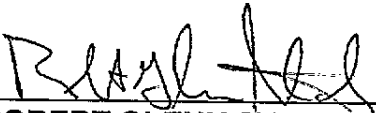
The undersigned, as the General Partner of Stalvey Properties, Ltd., a Florida limited partnership (the "Partnership"), certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$ 1,689,749.

2. The total amount contributed or anticipated to be contributed by the limited partners at this time totals \$ 4,500,000.

FURTHER AFFIANTS SAITH NOT.

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



ROBERT GLENN STALVEY,
as General Partner

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 620.105 AND 620.192, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited partnership is:

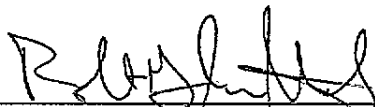
Stalvey Properties, Ltd.

2. The name and address of the registered agent and office are:

**Robert Glenn Stalvey
1532 Cristobal Drive
Tallahassee, Florida 32303**

Having been named as registered agent and to accept service of process for the above-stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 13, 2001.



ROBERT GLENN STALVEY

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