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June 16, 2001

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****140.00 ****140.00

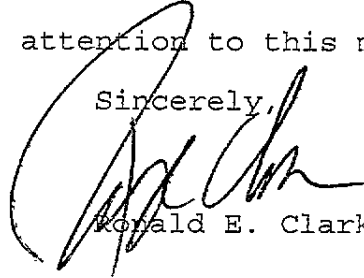
Re: Limited Partnership Agreement of Magick Happens

Dear Sir or Madame:

Enclosed please find the above limited partnership for filing.
Please furnish this office with a certified copy of same after
filing. My check in the amount of \$140 is enclosed for filing.

Thank you for your prompt attention to this matter.

Sincerely,



Ronald E. Clark

REC/crt
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5c



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 22, 2001

RONALD E. CLARK
P.O. BOX 2138
PALATKA, FL 32178-2138

SUBJECT: MAGICK HAPPENS
Ref. Number: W01000014505

We have received your document for MAGICK HAPPENS and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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

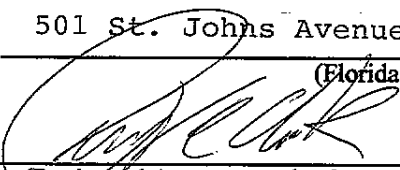
If you have any questions concerning the filing of your document, please call (850) 487-6051.

Shawn Logan
Document Specialist

Letter Number: 901A00037976

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

1. MAGICK HAPPENS, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. Route 1, Box 94-A, Bunnell, Florida 32110
(Business address of Limited Partnership)
3. Ronald E. Clark, Esquire
(Name of Registered Agent for Service of Process)
4. 501 St. Johns Avenue, Palatka, Florida 32177
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
Ronald E. Clark
6. Route 1, Box 94-A, Bunnell, Florida 32110
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: perpetual
8. Name(s) of general partner(s): _____ Street address: _____

Sondra D. Wall

Route 1, Box 94-A, Bunnell, FL 32110

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 24TH day of August, 1998

Signature of all general partners:


General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA

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

The undersigned constituting all of the general partners of MAGICK HAPPENS, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 200.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 200.00.

Signed this 24TH day of August, 19 2001.

FURTHER AFFIANT 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.

Sandra Wallace

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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