

AD0000001235

PURCELL, FLANAGAN & HAY, P.A.

1548 LANCASTER TERRACE
JACKSONVILLE, FL 32204

MAILING ADDRESS:
POST OFFICE BOX 40749
JACKSONVILLE, FL 32203

THOMAS K. PURCELL
TIMOTHY L. FLANAGAN
JONATHAN L. HAY
HARRIS L. BONNETTE, JR.
CLARENCE F. FRAZIER
JOHN I. FISHBURNE, III
LINDA R. WICKER

September 7, 2001

TELEPHONE
(904) 355-0355
TELECOPIER
(904) 355-0820
WEBSITE: WWW.JAXTAXLAW.COM

EMAIL
LWICKER@JAXTAXLAW.COM

VIA FEDERAL EXPRESS

9/10

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

Re: **Cox Investments of North Florida, Ltd.**

Dear Sir or Madam:

400004578904--3
-09/10/01--01116--004
***1785.00 ***1785.00

Enclosed please find an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions and Certificate Designating Registered Office and Registered Agent for the Service of Process Within Florida.

Please file the originals and return the copies to me stamped "filed." Enclosed is our check in the amount of \$1,785.00 computed as follows:

Filing Fee	\$1,750.00
Registered Agent Fee	35.00
TOTAL	<u>\$1,785.00</u>

Please feel free to call if you have any questions.

Very truly yours,


Linda R. Wicker

FILED
01 SEP 10 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LRW/ghh
Enclosures

FILED

01 SEP 10 AM 9:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

COX INVESTMENTS OF NORTH FLORIDA, LTD.

The undersigned general partners file this Certificate of Limited Partnership of COX INVESTMENTS OF NORTH FLORIDA, LTD. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

1. **NAME.** The name of the limited partnership is COX INVESTMENTS OF NORTH FLORIDA, LTD.

2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** 104 Plantation Circle S., Ponte Vedra Beach, Florida 32082.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** Donald M. Cox, whose business address is 104 Plantation Circle S., Ponte Vedra Beach, Florida 32082.

4. **NAMES AND ADDRESSES OF THE GENERAL PARTNERS OF THE PARTNERSHIP ARE AS FOLLOWS:**

<u>NAME</u>	<u>ADDRESS</u>
DMC of North Florida, Inc. PO1 0000859116	104 Plantation Circle S., Ponte Vedra Beach, Florida 32082

5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:** When this Certificate is filed with the Secretary of State.

6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2051.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$10,000,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$10,000,000. The total amount anticipated to be contributed by the limited partners is \$20,000,000.

8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

a. The execution of this certificate by the general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true;

b. The general partners accept the liability imposed by the Act on the general partners for a false statement contained in this certificate; and

c. If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 31st of Aug., 2001.

GENERAL PARTNER

DMC OF NORTH FLORIDA, INC.



DONALD M. COX, President

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

COX INVESTMENTS OF NORTH FLORIDA, LTD., desiring to organize or qualify under the laws of the State of Florida hereby designates Donald M. Cox as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 104 Plantation Circle S., Ponte Vedra Beach, Florida 32082.

DATED this 31st day of Aug., 2001.

GENERAL PARTNER

DMC OF NORTH FLORIDA, INC.



DONALD M. COX, President

Having been named as registered agent 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 this 31st day of August, 2001.



DONALD M. COX