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LAW OFFICE
CHESSE, WINGARD, BARR & FLEET, P.A.

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November 19, 2001

Division of Corporations
Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 32314

MMJN

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-11/20/01--01046--003
****140.00 ****140.00

Re: James E. Ray Family Partnership, Ltd.

Dear Sir:

cc

Enclosed please find the original Certificate of Limited Partnership, Affidavit of Capital Contributions, and the Certificate designating the registered office and the registered agent, all to be filed with your office for the above-referenced limited partnership. Also enclosed please find a check in the amount of \$140.00, tendered as payment of your filing fees and for certifying the enclosed copy of the Certificate of Limited Partnership (\$52.50 filing fee, \$35.00 registered agent designation, \$52.50 certified copy). Please return the certified copy to our office in the enclosed envelope at your earliest convenience. If you need any further information, please do not hesitate to contact our office.

Thank you for your assistance in this matter.

Sincerely,

Sheryl F. McCowen

Sheryl F. McCowen
Paralegal to
H. Bart Fleet

01 NOV 20 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

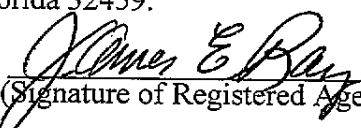
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Enclosures
cc: James E. Ray

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CERTIFICATE OF LIMITED PARTNERSHIP OF
JAMES E. RAY FAMILY PARTNERSHIP, LTD.

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Limited Partnership Act of the State of Florida pursuant to a written Agreement of all Partners executed of even date herewith. The creation of this Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Florida Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains the following statements required by Florida Statutes §620.108(1):

1. The name of the Limited Partnership is JAMES E. RAY FAMILY PARTNERSHIP, LTD, (the "Partnership").
2. The business address of the Partnership is 285 Gulf Shore Drive, Santa Rosa Beach, Florida 32459.
3. The name of the registered agent of the Partnership is James E. Ray.
4. The address of the registered agent of the Partnership is 285 Gulf Shore Drive, Santa Rosa Beach, Florida 32459.
5. 
(Signature of Registered Agent)
6. The mailing address of the Partnership is 285 Gulf Shore Drive, Santa Rosa Beach, Florida 32459.
7. The latest date upon which the Partnership is to be dissolved is December 31, 2031.
8. The name and specific business address of each General Partner of the Partnership is:

NAME

ADDRESS

James E. Ray General Partner, Inc.

100000093620

285 Gulf Shore Drive
Santa Rosa Beach, FL 32459

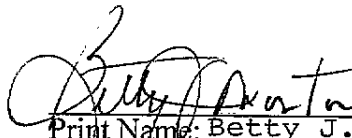
Signed this 7th day of November, 2001.

WITNESSES:

JAMES E. RAY GENERAL PARTNER, INC.


Print Name: Mandy J. Sutter

By  (SEAL)
JAMES E. RAY, Its President
General Partner


Print Name: Betty J. Thornton

01 NOV 20 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF OKALOOSA

THE FOREGOING Certificate of Limited Partnership of James E. Ray Family Partnership, Ltd., was sworn to and subscribed before me this 7th day of November, 2001, by James E. Ray of JAMES E. RAY GENERAL PARTNER, INC., on behalf of JAMES E. RAY GENERAL PARTNER, INC., who produced FL DL #R000-445-26-249-0 as identification.

Sheryl F. McCowen

Notary Public

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

JAMES E. RAY FAMILY PARTNERSHIP, LTD. (the "Company"), desiring to organize as a limited partnership under the laws of the State of Florida, with its registered office, as indicated in its Certificate of Limited Partnership, at 285 Gulf Shore Drive, Santa Rosa Beach, Florida 32459, has named James E. Ray, located at 285 Gulf Shore Drive, Santa Rosa Beach, Florida 32459, as its agent to accept service of process within this State.

ACKNOWLEDGMENT.

Having been named as registered agent and to accept service of process for the above stated Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such 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.



JAMES E. RAY
Dated: November 7, 2001

STATE OF FLORIDA

COUNTY OF OKALOOSA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting all of the General Partners of JAMES E. RAY FAMILY PARTNERSHIP, Ltd., a Florida Limited Partnership (the "Partnership"), certifies as follows:

The amount of capital contributions to date of the limited partners of the Partnership is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners of the Partnership at this time is \$100.00.

Dated this 7th day of November, 2001.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

JAMES E. RAY GENERAL PARTNER, INC.

By *James E. Ray* (SEAL)
JAMES E. RAY, Its President
General Partner of the Partnership

SWORN TO AND SUBSCRIBED before me this 7th day of November, 2001, by James E. Ray of JAMES E. RAY GENERAL PARTNER, INC., on behalf of JAMES E. RAY GENERAL PARTNER, INC., who produced FL DL #R000-445-26-249-0 as identification.

Sheryl F. McCowen

Notary Public

My Commission Expires:

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