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Tampa, Florida 33684-4121
Will Rogers
George E. Fahrengt
Administrative Assistants

December 19, 2001

Limited Partnership Office
> Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

RE: Carter Family Limited Partnership

Dear Sir or Madam:

A02-1

I am enclosing the original and one copy of a Certificate of Limited Partnership for the above captioned proposed Florida limited partnership to be effective upon filing. Also enclosed is a check for the following fees:

Anticipated amount of capital contributions	\$ 1,750.00
Certified copy of certificate of limited partnership	52.50
Registered agent fee	<u>35.00</u>
Total	\$ 1,837.50

Please file this Certificate of Limited Partnership and forward a certified copy to me. Thanks.

Sincerely,

Harold L. Martin, Jr.

cc: Ross S. Carter

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**Certificate of
Limited Partnership Of**

Carter Family Limited Partnership

We, the undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, do hereby certify the following:

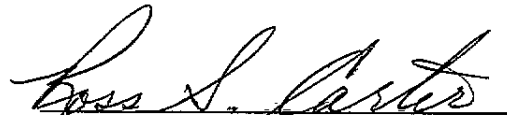
Name	1. The name of the limited partnership is: Carter Family Limited Partnership
Office Address	2.1 The limited partnership's office address is: 4010 Cedar Cay Cir Valrico, FL 33594
Mailing Address	4. The mailing address of the limited partnership is: 4010 Cedar Cay Cir Valrico, FL 33594
Registered Agent & Address	2.2 The name and address of the registered agent for service of process is: Ross S. Carter 4010 Cedar Cay Cir Valrico, FL 33594
General Partners	The names and business addresses of each General Partner are: Ross S. Carter 4010 Cedar Cay Cir Valrico, FL 33594 Jane J. Carter 4010 Cedar Cay Cir Valrico, FL 33594
Dissolution Date	5. The latest date upon which the limited partnership is to dissolve is: December 19, 2051

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Affidavit as
to Capital
Contribution

6. Attached hereto as Exhibit "A" is the affidavit of Ross S. Carter, General Partner, declaring the amount of capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners.

IN WITNESS WHEREOF, the undersigned executed this Certificate of Limited Partnership this December 19, 2001.


Ross S. Carter, General Partner

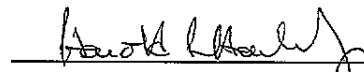
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Acknowledgement

The foregoing Certificate of Limited Partnership was acknowledged before me this December 19, 2001, by Ross S. Carter who is personally known to me.



Harold L. Harkins, Jr.
Commission # CC 774440
Expires SEP. 20, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.


Harold L. Harkins, Jr.
Notary Public - State of Florida

Registered Agent

Acceptance
Of Duties

I hereby accept appointment as registered agent, and agree to comply with the of provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of § 620.192, Florida Statutes.


Ross S. Carter, Registered Agent

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Exhibit "A" To
Certificate Of Limited Partnership Of

Carter Family Limited Partnership

AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS

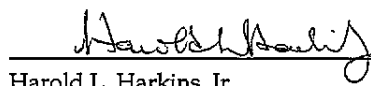
I, Ross S. Carter, being duly sworn under oath, state as follows:

1. I am one of the General Partners of Carter Family Limited Partnership, a Florida limited partnership (in formation), and I am authorized to make this affidavit on behalf of the limited partnership.
2. As of the date of execution of this affidavit, the amount of capital contributions of the limited partners to Carter Family Limited Partnership is: \$ 1, 296, 000.00.
3. The total amount anticipated to be contributed by the limited partners to Carter Family Limited Partnership, including the amount contributed to date as set forth above, is: \$ 1, 296, 000.00.


Ross S. Carter, General Partner

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Subscribed and sworn to or affirmed before me on December 19, 2001, by Ross S. Carter, general partner of the Carter Family Limited Partnership, a Florida limited partnership (in formation) who is personally known to me.


Harold L. Harkins, Jr.
Notary Public - State of Florida



Harold L. Harkins, Jr.
Commission # CC 774440
Expires SEP. 20, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

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