

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • Fax (850) 224-1222

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JM Gaddard Limited
Partnership

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Signature _____

Requested by *[Signature]*

Name _____

Date 3/12

Time 11:00

Walk-In *[Signature]*

Will Pick Up _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- ____ Art of Inc. File
 - ☒ LTD Partnership File
 - ____ Foreign Corp. File
 - ____ L.C. File
 - ____ Fictitious Name File
 - ____ Trade/Service Mark
 - ____ Merger File
 - ____ Art. of Amend. File
 - ____ RA Resignation
 - ____ Dissolution / Withdrawal
 - ____ Annual Report / Reinstatement
 - ____ Cert. Copy
 - ____ Photo Copy
 - ____ Certificate of Good Standing
 - ____ Certificate of Status
 - ____ Certificate of Fictitious Name
 - ____ Corp Record Search
 - ____ Officer Search
 - ____ Fictitious Search
 - ____ Fictitious Owner Search
 - ____ Vehicle Search
 - ____ Driving Record
 - ____ UCC 1 or 3 File
 - ____ UCC 11 Search
 - ____ UCC 11 Retrieval
 - ____ Courier

CERTIFICATE OF LIMITED PARTNERSHIP
OF

J.M. GODDARD LIMITED PARTNERSHIP

This Limited Partnership Agreement made this 11 day of March, 2002, between J.M. GODDARD, INC. ("General Partner") and JOHN M. GODDARD and DEBRA GODDARD ("Limited Partners").

W I T N E S S E T H :

ARTICLE I - FORMATION OF PARTNERSHIP

The parties agree to enter into this partnership to be formed under Florida Statutes §620, which shall govern the rights and liabilities of the parties except as expressed below. Said partnership shall be dissolved on March 31, 2032, unless otherwise dissolved by actions of the partners pursuant to Florida Statute Chapter 620.

ARTICLE II - NAME PRINCIPAL OFFICE, AND MAILING ADDRESS

The business of the partnership shall be conducted under the name of J. M. GODDARD LIMITED PARTNERSHIP. The principal office and the address of the General Partner and Registered Agent for service of process shall be 14945 - 113th Avenue North, Largo, 33774. The mailing address is the same.

ARTICLE III - NATURE OF BUSINESS

1. To purchase, lease, or otherwise acquire, sell, sublease or otherwise dispose of properties of every kind and nature, to operate a business in or expend any properties acquired, to manage businesses located on properties not owned by the Partnership, and generally to engage in the business of dealing in investment properties.

2. To conduct business, hold, mortgage, sell, convey, lease or otherwise dispose of real or personal property including franchises, patents, copyrights, trademarks, and licenses of the State of Florida, and in all other states and countries.

3. To contract debts and borrow money, issue, sell, or place bonds, debenture, notes and other evidences of debt, and execute mortgages, transfers of Partnership property, or other instruments to secure the payment of Partnership indebtedness.

4. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of capital stock, bonds, securities, or other evidences of indebtedness created by any person, firm or corporation, and while the owner of such stock, exercise all of the rights, powers, and privileges of ownership, including the right to vote the stock.

5. To purchase the assets of any other person, firm, or corporation and engage in the same or other character of business.

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6. To enter into, make, and perform contracts for any lawful purpose pertaining to the business of the Partnership without limit as to amount, with any person, firm, syndicate, association, corporation, or governmental entity, domestic or foreign.

7. To exercise all the powers of like partnerships confirmed by the laws of the State of Florida. The purposes listed above shall not limit or restrict this Partnership.

**ARTICLE IV -
NAME, ADDRESS, AND CONTRIBUTION OF GENERAL PARTNER**

The name and address of the General Partner is: J. M. GODDARD, INC.
14945 - 113th Avenue North
Largo, FL 33774

PO2000027036

The Articles of Incorporation for J. M. GODDARD, INC., were filed on _____, 2002, and assigned document number _____.

IN WITNESS WHEREOF, we, and each of us, have signed this Certificate this 13 day of March, 2002.

J. M. GODDARD, INC.,
General Partner

By: Debra Goddard, President
DEBRA GODDARD, President

John M. Goddard
JOHN M. GODDARD, Limited Partner

Debra Goddard
DEBRA GODDARD, Limited Partner

STATE OF FLORIDA)

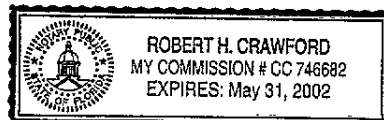
COUNTY OF PINELLAS)

BEFORE me, the undersigned authority, personally appeared DEBRA GODDARD, known to me to be the president of the corporation named as General Partner and who is personally known to me and who acknowledged that she executed the foregoing Certificate of Limited Partnership for the purposes herein set forth.

IN WITNESS WHEREOF, I have set my hand and seal this 12th day of March, 2002.

Robert H. Crawford
NOTARY PUBLIC

My Commission Expires:

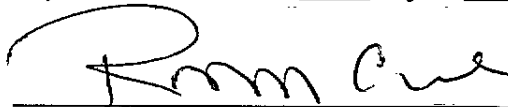


STATE OF FLORIDA)
 ss.
COUNTY OF PINELLAS)

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TALLAHASSEE
SECRETARY OF STATE

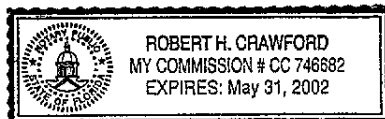
BEFORE me, the undersigned authority, personally appeared JOHN M. GODDARD and DEBRA GODDARD, who are personally known to me or who have provided Florida Driver Licenses as identification and who are known to me to be the persons named as Limited Partners and who acknowledged that they executed the foregoing Certificate of Limited Partnership for the purposes herein set forth.

IN WITNESS WHEREOF, I have set my hand and seal this 11 day of March, 2002.



NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statute §48.091 and §620.105, the following is submitted:

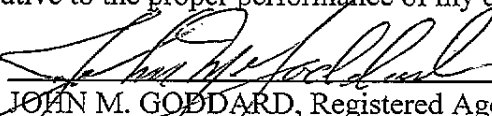
FIRST: That J. M. GODDARD LIMITED PARTNERSHIP, desiring to organize and qualify as a limited partnership under the laws of the State of Florida, with its principal place of business at 14945 - 113th Avenue North, Largo, Florida 33774, has named JOHN M. GODDARD, of J. M. GODDARD, INC., General Partner, as its agent to accept service of process within Florida.

Dated March 11th, 2002.



DEBRA GODDARD, President of
J. M. GODDARD, INC., General Partner

Having been named to accept service of process for the above named Limited Partnership, at the place designed in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



JOHN M. GODDARD, Registered Agent

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared DEBRA GODDARD, President of J. M. GODDARD, INC., General Partner of J. M. GODDARD LIMITED PARTNERSHIP, who after being duly sworn, deposes and says:

1. That she is the President and signatory for the General Partner of J. M. GODDARD LIMITED PARTNERSHIP, a Florida Limited Partnership, and her business address is 14945 - 113th Avenue, Largo, FL 33774.
2. The total combined contributions to the Limited Partnership shall be One Thousand (\$1,000.00) Dollars.
3. The initial amount contributed to the Partnership by the General Partner is Fifty (\$50.00) Dollars.
4. The names, addresses and amount contributed by the Limited Partners is as follows:

<u>Limited Partner</u>	<u>Address</u>	<u>Initial Contribution</u>
JOHN M. GODDARD	14945 - 113 th Avenue North Largo, FL 33774	\$475.00
DEBRA GODDARD	14945 - 113 th Avenue North Largo, FL 33714	\$475.00

5. Nothing in the Partnership Agreement shall require any Limited Partner to make total capital contributions in excess of \$475.00 each and the limited partners do not anticipate making further contributions.

6. The liability of any Limited Partner for any debts or obligations of or to the Partnership at any time shall be limited to the amount then contributed by him to the capital of the Partnership and his share in the undistributed net profits.

FURTHER AFFIANT SAYETH NOT.

J. M. GODDARD, INC.,
General Partner

By: Debra Goddard
DEBRA GODDARD, President

Sworn to and subscribed before me this 17th day of March, 2002.

[Signature]
NOTARY PUBLIC

