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02 MAR 25 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 491533 10764A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 25, 2002

ORDER TIME : 10:22 AM

ORDER NO. : 491533-005

CUSTOMER NO: 10764A

600005153446--3
-03/25/02--01020--022
***1793.75 ***1793.75

CUSTOMER: Larry Stout, Esq.
Smith, Hood, Perkins, Loucks,
Stout & Orfinger, P.a.
Suite 900
444 Seabreeze Boulevard
Daytona Beach, FL 32118

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*****43.75 *****43.75

DOMESTIC FILING

NAME: WOOD FOREST PARTNERS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED
02 MAR 25 PM 12:09
DIVISION OF CORPORATION

BK

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned corporation, desiring to form a limited partnership pursuant to the laws of the State of Florida, certifies as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is Wood Forest Partners, Ltd.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 444 Seabreeze Blvd., Suite 600, Daytona Beach, Florida, 32118.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Patricia S. Jenkins, 444 Seabreeze Blvd., Suite 600, Daytona Beach, Florida, 32118.

4. **General Partner.** The name and business address of the General Partner in the Limited Partnership is Polyeder, Inc., a Florida corporation, 444 Seabreeze Blvd., Suite 600, Daytona Beach, Florida 32118.

5. **Address of Partnership.** The mailing address of the Limited Partnership is 444 Seabreeze Blvd., Suite 600, Daytona Beach, Florida 32118.

6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2052.

7. **Effective Date.** This certificate will become effective, and the Limited Partnership will be formed, on the date that this Certificate of Limited Partnership is filed with the Florida Department of State.

Dated February 8th, 2002, at Daytona Beach, Volusia County, Florida.

Polyeder, Inc., a Florida corporation

By: Rolf H. Gardey

Rolf H. Gardey, Its President

As sole General Partner of
Wood Forest Partners, Ltd.

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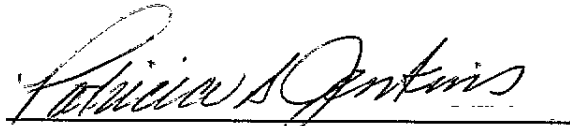
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ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT
FOR WOOD FOREST PARTNERS, LTD.

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TALLAHASSEE, FLORIDA

Having been named as resident agent to accept service of process for Wood Forest Partners, Ltd., a Florida limited partnership, at its resident address at 444 Seabreeze Blvd., Suite 600, Daytona Beach, Florida, 32118, I, Patricia S. Jenkins, hereby accept said appointment as resident agent, and agree to comply with the provisions of §620.105, et. al. Florida Statutes, regarding the same.

Dated February 11, 2002, at Daytona Beach, Volusia County, Florida.



Patricia S. Jenkins

Dated: February 11, 2002

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF VOLUSIA

The undersigned Rolf H. Gardey, as President of Polyeder, Inc., a Florida corporation, which is the sole General Partner of Wood Forest Partners, Ltd., declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Rolf H. Gardey, L.L.C.	\$ 00.00
Brigitte L. Gardey, L.L.C.	\$ 00.00

2. It is anticipated that the Limited Partners listed below will make capital contributions in the future in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Rolf H. Gardey, L.L.C.	\$ 1,064,000.00
Brigitte L. Gardey, L.L.C.	\$ 336,000.00

Dated February 11th, 2002, in Daytona Beach, Volusia County, Florida.

Polyeder, Inc., a Florida corporation

By: [Signature]
Rolf H. Gardey, Its President
As sole General Partner of
Wood Forest Partners, Ltd.

The foregoing Affidavit was sworn to and acknowledged before me on February 11, 2002, by Rolf H. Gardey as President of Polyeder, Inc. a Florida corporation, as the sole general partner of Wood Forest Partners, Ltd., on behalf of the limited partnership. He is personally known to me.

[Signature]
Notary Public, State of Florida, at Large



1,400,000.00

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