

 020000001074

ACCOUNT NO. : 072100000032

REFERENCE : 690997 82866A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 1750.00

1785.00

ORDER DATE : August 2, 2002

ORDER TIME : 1:0 PM

800006924108--3

ORDER NO. : 690997-010

CUSTOMER NO: 82866A

CUSTOMER: John J. Lancaster, Esq
Clark, Campbell & Mawhinney,
P.a.
Suite 800
500 South Florida Avenue
Lakeland, FL 33801

RECEIVED
02 AUG -6 PM 2:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

DOMESTIC FILING

NAME: BAGLEY DEVELOPMENT
PARTNERSHIP, LTD.

FILE SECOND

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG -6 PM 1:40

W 8/7

**CERTIFICATE OF LIMITED PARTNERSHIP OF
BAGLEY DEVELOPMENT PARTNERSHIP, LTD.**

A Florida limited partnership

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state:

1. The name of the Partnership is BAGLEY DEVELOPMENT PARTNERSHIP, LTD.
2. The address of the office of the Partnership is 4200 Forest Hills Drive, Lakeland, Florida 33813.
3. The name and address of the agent for service of process on the Partnership is John J. Lancaster, 500 South Florida Avenue, Suite 800, Lakeland, FL 33801
4. The name and business address of the general partners BAGLEY ENTERPRISES, INC., a Florida corporation, 4200 Forest Hills Drive, Lakeland, Florida 33813. P02-85394
5. The mailing address of the Partnership is 4200 Forest Hills Drive, Lakeland, Florida 33813.
6. The latest date upon which the Partnership shall dissolve is December 31, 2040.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of BAGLEY DEVELOPMENT PARTNERSHIP, LTD. this 6th day of July, 2002.

GENERAL PARTNER:

BAGLEY ENTERPRISES, INC.,
a Florida corporation

By:

Helen H. Bagley
HELEN H. BAGLEY, Its President

STATE OF FLORIDA
COUNTY OF POLK

SWORN TO Before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared HELEN H. BAGLEY, to me personally known or known to me by evidence of identification of _____ to be the person(s) described in and who executed the foregoing instrument on July 18, 2002.

[Signature]
Notary Public

My Commission Expires:

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
BAGLEY DEVELOPMENT PARTNERSHIP, LTD.**

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared BAGLEY ENTERPRISES, INC., a Florida corporation, general partner of BAGLEY DEVELOPMENT PARTNERSHIP, LTD., (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, approximately One Million Five Hundred Thousand (\$1,500,000.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

GENERAL PARTNER:

BAGLEY ENTERPRISES, INC.,
a Florida corporation

By: *Heleen H. Bagley*
HELEN H. BAGLEY, Its President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG -6 PM 1:40

SWORN TO Before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared HELEN H. BAGLEY, to me personally known or known to me by evidence of identification of _____ to be the person(s) described in and who executed the foregoing instrument on July 18, 2002.

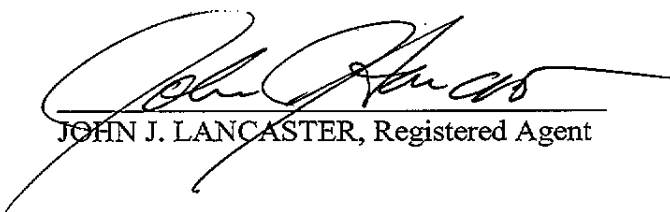
John J. Lancaster
Notary Public
My Commission Expires:



John J. Lancaster
MY COMMISSION # CC988693 EXPIRES
December 17, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §620.192.


JOHN J. LANCASTER, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG -6 PM 1:40