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DIVISION OF REGISTRATION

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SEM Partners LTD

- 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 _____

Signature _____

Requested by AW 11/5
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

**CERTIFICATE OF LIMITED PARTNERSHIP OF
S & M PARTNERS, LTD.**

The undersigned, pursuant to the provisions of Chapter 620, *Florida Statutes*, files the following Certificate of Limited Partnership evidencing the formation of that limited partnership known as S & M PARTNERS, LTD. under that partnership agreement executed of date even herewith.

I. NAME AND PRINCIPAL OFFICE

The partnership shall be conducted under the name of S & M PARTNERS, LTD. The principal office of the limited partnership shall be 775 Western Lake Drive, Seagrove Beach, Florida 32459.

II. REGISTERED OFFICE, REGISTERED AGENT

The address of the initial registered office of this partnership in the State of Florida shall be 775 Western Lake Drive, Seagrove Beach, Florida 32549, and the name of the registered agent of this partnership at that address is SAM L. WILHITE, JR.

III. NAME AND ADDRESS OF GENERAL PARTNER

General Partner. The name and principal place of business of the general partner of this partnership is:

Sam L. Wilhite, Jr.
775 Western Lake Drive
Seagrove Beach, FL 32549

IV. TERM OF LIMITED PARTNERSHIP

The term for which the partnership is to exist begins upon the date this Certificate of Limited Partnership is filed and endorsed with the word "Filed" by the Florida Department of State, and shall continue until December 31, 2050, unless sooner terminated by law, the filing of a Certificate of Cancellation or under the provisions of the Agreement of Limited Partnership.

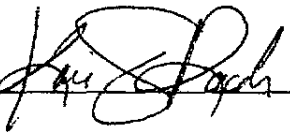
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TALLAHASSEE, FLORIDA

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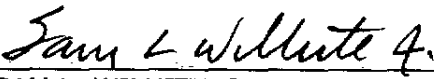
IN WITNESS WHEREOF, the General Partner hereto has executed this Certificate of Limited Partnership on the date hereinafter set forth.

WITNESSES:





GENERAL PARTNER:



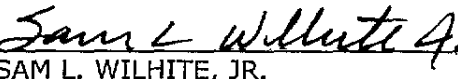
SAM L. WILHITE, JR.

DATE: 10/31, 2002

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent of S & M Partners, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



SAM L. WILHITE, JR.

STATE OF TN)
)
COUNTY OF Davidson)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared the undersigned, as General Partner of S & M Partners, Ltd., a Florida limited partnership, hereinafter referred to as 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 \$1,485,000.00.

2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

NO ADDITIONAL CAPITAL CONTRIBUTIONS ANTICIPATED AT THIS TIME.

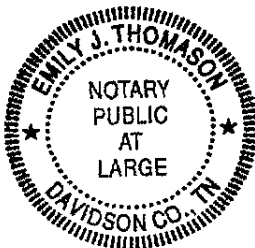
FURTHER AFFIANT SAYETH NOT.

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.

GENERAL PARTNER:

Sam L Wilhite Jr.
SAM L. WILHITE, JR.

SWORN TO AND SUBSCRIBED BEFORE ME this 31st day of October, 2002, by SAM L. WILHITE, JR. He () is personally known to me, or () has produced _____ as identification.



MY COMMISSION EXPIRES:
SEPT 30 2008

[NOTARIAL SEAL]

Emily J. Thomason
[Signature of Notary Public]

Emily Thomason
[Print, Type, or Stamp Name of Notary Public]
State of TN at Large

Commission Number: _____
My Commission Expires: Sep 30, 2008