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DIVALON OF CORPORATIONS
ANALSSEE, FLORIDA

PULLUM & PULLUM, P.A. ATTORNEYS AND COUNSELORS AT LAW

J. STEPHEN PULLUM MARYBETH L. PULLUM

SUITE 701 FIRST FAMILY OAKS 1330 W. CITIZENS BLVD. LEESBURG, FLORIDA 34748

TELEPHONE (352) 728-3060

FAX (352) 728-0003

December 26, 2002

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Limited Partnerships
Department of State
409 East Gaines Street
Tallahassee, FL 32301

FILED AND: 17

Re: MARGARET M. MILLER FAMILY LIMITED PARTNERSHIP

Gentlemen:

Find enclosed a check in the amount of \$1,837.50 to cover the following fees of your office: -

Filing Limited Partnership = \$1,750.00 (Maximum Fee) 52.50 Certified Copy 52.50 Filing Resident Agent Form 35.00

We enclose original and one copy of Certificate of Limited Partnership of this proposed Limited Partnership, Affidavit of Capital Contributions and executed resident agent form. Please endorse your approval on the copy of the Certificate of Limited Partnership, certify same and return to us, together with acknowledgment of filing of resident agent.

Thank you for your attention to the above.

Very truly yours,

Deborah K. Hemingway

Paralegal

Enclosures
(K:\Miller\FLP8StateLet.lhh)

CERTIFICATE OF LIMITED PARTNERSHIP MARGARET M. MILLER FAMILY LIMITED PARTNERSHIP, A LIMITED PARTNERSHIP

The undersigned, desiring to form a Limited Partnership pursuant to the laws of the State of Florida, certify as follows:

- 1. NAME OF LIMITED PARTNERSHIP. The name of the Limited Partnership is MARGARET M. MILLER FAMILY LIMITED PARTNERSHIP, a Limited Partnership.
- 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 38048 Catamaran Lane, Eustis, Florida 32736.
- 3. AGENT FOR SERVICE OF PROCESS. The name and address of the Partnership's agent for service of process in Florida is J. STEPHEN PULLUM, 1330 West Citizens Blvd., Suite 701, Leesburg, Florida 34748.
- 4. GENERAL PARTNERS. The name and business address of each General Partner in the Limited Partnership is as follows:

Name

-<u>Address</u>

JOSEPH HENRY MILLER

38048 Catamaran Lane Eustis, FL 32736

5. ADDRESS OF PARTNERSHIP. The mailing address of the Limited Partnership is 38048 Catamaran Lane, Eustis, Florida 32736.

6. DATE OF DISSOLUTION. The latest date on which the Limited Partnership is to dissolve is thirty (30) years from the effective date of this Limited Partnership.

Dated: December 6, 2002
Leesburg, Florida

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 26th day of December, 2002, by JOSEPH HENRY MILLER, as General Partner. Said person did not take an oath and (check one) 1 is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit:

Deborah K Hemingway
My Commission DD148490
Expires September 08, 2006

Printed Name: Drbarah K OHem, Aguzey
Notary Public State of Florida
Commission Number: DD 148490
My Commission Expires: 9/8/2006

(K:\Miller\FLP1CertofFLP.lhh)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who are all the General Partners of the MARGARET M. MILLER FAMILY LIMITED_PARTNERSHIP, a Limited Partnership, declare that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The Limited Partner has made capital contributions in the following amounts:

Name of Limited Partner Amount of Contribut

ALFRED C. HALIDAY, JR., as Trustee of the MARGARET M. MILLER LIVING TRUST AGREEMENT, dated December 16, 2002

\$2,000,000.00

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

Name of Limited Partner

Amount of Contribution

ALFRED C. HALIDAY, JR., as Trustee of the MARGARET M. MILLER LIVING TRUST AGREEMENT, dated December 16, 2002

\$3,000,000.00

Dated:

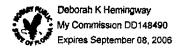
December 26, 2002 Leesburg, Florida

SMPH HENRY MILLER

"General Partner"

STATE OF FLORIDA COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 264 day of December, 2002, by JOSEPH HENRY MILLER, as General Partner. Said person did not take an oath and (check one) ν is personally known to me, ____ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ____ produced other identification, to wit:



Printed Name: Deborat & Themingway

Notary Public State of Florida

Commission Number: DD 148 490

My Commission Expires: 9/5/06

(K:\Miller\FLP4Affidavit.lhh)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.061, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

NERSHIP. A LIMITED PARTNERSHIP DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF EUSTIS, STATE OF FLORIDA, HAS NAMED J. STEPHEN PULLUM, LOCATED AT 1330 WEST CITIZENS BLVD.. SUITE 701, CITY OF LEESBURG, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

eneral Partner

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- 12-26-02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

(Resident Agent)

DATE 12.26.2

(K:\Miller\FLP5ResidentAgent.lhh)