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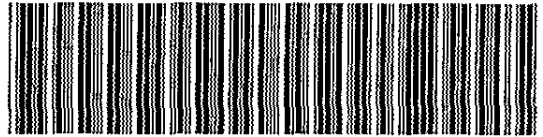
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02/05/03--01069--019 **1750.00

02/05/03--01069--018 **125.00

FILED
2003 FEB -5 AM 10:29
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB - 6 2003

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(1927-2000)

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*ADMITTED IN NEW YORK ONLY

February 4, 2003

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA: **FEDERAL EX**

FILED
2003 FEB -5 AM 10:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: The McElroy Family Limited Partnership

Dear Sir / Madam:

Enclosed please find the original and one (1) copy of the following documents for filing:

- 1) Certificate of Limited Partnership of The McElroy Family Limited Partnership, a Florida limited partnership;
- 2) Acceptance of Appointment as Registered Agent;
- 3) Affidavit of Capital Contribution;
- 4) Checks in the amount of \$1,875.00, representing the filing fee for the certificate of limited partnership and the resident agent designation.


I would appreciate your stamping the enclosed copies as filed, and thereafter, returning same in the self-addressed overnight envelope enclosed for your convenience.

2/6 No Copies enclosed
Ⓟ

Florida Secretary of State
Division of Corporations
Page - 2 -
February 4, 2003

Please give us a call if you have any questions.

Very truly yours,



Joseph J. Kulunas

JJK/cbr
Enclosures

FILED
2003 FEB -5 AM 10:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE Mc ELROY FAMILY LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

FILED
2003 FEB -5 AM 10:25
SHAW-WALKER CORPORATION
TALLAHASSEE, FLORIDA

The undersigned general partner of THE McELROY FAMILY LIMITED PARTNERSHIP (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is THE McELROY FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the Partnership is 321 Royal Poinciana Plaza South, Palm Beach, Florida 33480

3. The name and address of the agent for service of process of the Partnership is D.B.M. MANAGEMENT COMPANY, INC., JOHN L. McELROY, President, 321 Royal Poinciana Plaza South, Palm Beach, Florida 33480

4. The name and business address of the General Partner is D.B.M.. MANAGEMENT COMPANY, INC, JOHN L. McELROY, President, 321 Royal Poinciana Plaza South, Palm Beach, Florida 33480. # P0300000786

5. The mailing address of the Partnership is 321 Royal Poinciana Plaza, South, Palm Beach, Florida 33480

6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2053, unless the Partners agree to extend the term.

7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of THE McELROY LIMITED FAMILY PARTNERSHIP this 3rd day of FEBRUARY 2003.

D.B.M. MANAGEMENT COMPANY, INC.

By: 

JOHN L. McELROY, President

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

FILED
2003 FEB -5 AM 10:4
JULSON & ASSOCIATES
TALLAHASSEE, FLORIDA

I, JOHN L. McELROY, as President of D.B.M. MANAGEMENT COMPANY, INC. which corporation is the General Partner of THE McELROY FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made to date by its Limited Partners is zero. The total amount of capital anticipated to be contributed by the Limited Partners to the Partnership at this time totals \$3,878,388.00

Under penalties of perjury, I declare I have read the foregoing and the facts are true and correct, to the best of my knowledge and belief.

Dated: February 3, 2003.

GENERAL PARTNER:

D.B.M. MANAGEMENT COMPANY, INC.

By: _____

JOHN L. McELROY, President

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared JOHN L. McELROY in her capacity as President of D.B.M. MANAGEMENT COMPANY, INC., the General Partner of THE McELROY FAMILY LIMITED PARTNERSHIP known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 3rd day of February, 2003.

[SEAL]

Notary Public
State of Florida

Typed or Printed Name of Notary



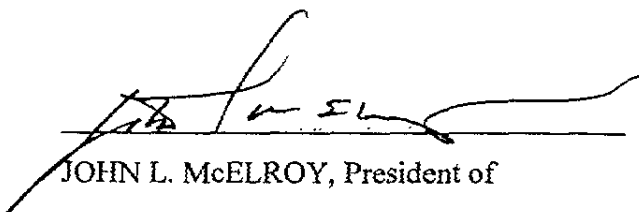
NEAL W. KNIGHT, JR.
Notary Public, State of Florida
My Comm. Expires May 14, 2004
No. CC921895



NEAL W. KNIGHT, JR.
Notary Public, State of Florida
My Comm. Expires May 14, 2004
No. CC921895

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for THE McELROY FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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 the registered agent.



JOHN L. McELROY, President of
D.B.M. MANAGEMENT COMPANY, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA