

JUL-01-2003 TUE 03:32 PM

FAX NO.

P. 01/05

Division of Corporations

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From: Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE P.
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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

~~JMW, LTD.~~
JMW Investments, Ltd.

Certificate of Status	0
Certified Copy	0
Page Count	04
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JUL-01-2003 TUE 03:32 PM

FAX NO.

P. 02/05

Department of State 6/26/2003 10:06 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 26, 2003

ZIMMERMAN, SHUFFIELD, ET AL

SUBJECT: JMW, LTD.
REF: W03000018337

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
JMW INVESTMENTS, LTD.
A Florida Limited Partnership**

THE UNDERSIGNED, desiring to form the Limited Partnership of JMW INVESTMENTS, LTD. (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopts, files, swears to and certifies this Certificate:

1. Name. The name of the Partnership is JMW INVESTMENTS, LTD. (the "Partnership").

2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at and its mailing address is 71 Interlaken Road, Orlando, Florida 32804.

3. Registered Agent for Service of Process. The name and address of the Registered Agent for service of process on the Partnership shall be W. Charles Shuffield, Esq., 315 E. Robinson St., Suite 600, Orlando, Florida 32801.

4. Name and Business Address of the General Partner. The name and business address of the General Partner is as follows:

JMW Management, Inc.
71 Interlaken Road
Orlando, Florida 32804

The Florida Document Number of the General Partner is P03000070659.

5. Term of the Partnership. The Partnership shall continue in existence until 11:59 P.M. on December 31, 2099, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.

6. Real Property. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership's name by the General Partner.

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.

JUL-01-2003 TUE 03:33 PM

FAX NO.

P. 04/05

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IN WITNESS WHEREOF, the parties hereby have sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this 26th day of June, 2003.

"General Partner"

JMW MANAGEMENT, INC.

By: Jane I. Williams
Jane I. Williams
Its President

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 620.192, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Partnership:

Having been named as Registered Agent and to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 26th day of June, 2003.

W. Charles Shuffield, Esq.
W. Charles Shuffield, Esq.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Jane I. Williams, President of JMW Management, Inc., as the General Partner of JMW INVESTMENTS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

1. At this time, no capital has yet been contributed to the Partnership by the limited partners.
2. It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners shall be at least Two Hundred Fifty Thousand Dollars (\$250,000), but shall not exceed One Million Dollars (\$1,000,000).

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury, the undersigned declares that she has read the foregoing and that the facts alleged are true, to the best of her knowledge and belief.

JMW MANAGEMENT, INC.

By: Jane I. Williams
Jane I. Williams
President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26th day of June, 2003, by Jane I. Williams, as President of JMW MANAGEMENT, INC., General Partner of JMW INVESTMENTS, LTD.

DARBY E. STINE
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00988692
EXPIRES 12/18/2004
BONDED THRU ASA 1-588-NOTARY1

Darby E Stine
Signature of Notary Public
DARBY E. STINE
Name of Notary Public

Personally Known ✓
OR Produced Identification _____ Type of Identification _____