

Feb 25 2004 1:55PM pfa

904-355-0820

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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(((H04000041134 3)))

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Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : PURCELL, FLANAGAN & HAY, P.A.

Account Number : 071722000522

Phone : (904) 355-0355

Fax Number : (904) 355-0820

656

FLORIDA LIMITED PARTNERSHIP

WOODSTOCK, L.L.P.

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$1,785.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB 25 AM 9:29

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DIVISION OF CORPORATION

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**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS****OF****WOODSTOCK, L.L.L.P.**

The undersigned general partners file this Certificate of Limited Partnership of WOODSTOCK, L.L.L.P. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

1. **NAME.** The name of the limited partnership is WOODSTOCK, L.L.L.P.

2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** c/o Greyfield Inn, 8 North Second Street, Fernandina Beach, Florida 32034.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** C.T. CORPORATION SYSTEM, whose business address is 1200 South Pine Island Road, Plantation, Florida 33324.

4. **NAMES AND ADDRESSES OF THE GENERAL PARTNERS OF THE PARTNERSHIP ARE AS FOLLOWS:**

<u>NAME</u>	<u>ADDRESS</u>
Catherine F. Locatis	608 Fair Spring Drive, Charleston, SC 29414
Walter S. Langshaw, III	102 Chelsea Place, St. Marys, GA 31558
James B. Ferguson	8 North 2 nd St., Fernandina Beach, FL 32034
Barbara B. McDowell	Box P-105, South Dartmouth, MA 02748

5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**
When this Certificate is filed with the Secretary of State.

6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2051.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$100 and it is anticipated that the limited partners may make additional capital contributions of up to \$840,000. The total amount anticipated to be contributed by the limited partners is \$850,000.

John P. Cole, Esquire
1548 Lancaster Terrace
Jacksonville, FL 32204
Telephone: (904) 355-0355
Fla. Bar No.: 898155

H04000041134 3

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8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

a. The execution of this certificate by the general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true;

b. The general partners accept the liability imposed by the Act on a general partner for a false statement contained in this certificate; and

c. If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 15 of February, 2004.


CATHERINE F. LOCATIS
General Partner

WALTER S. LANGSHAW, III
General Partner

JAMES B. FERGUSON
General Partner

BARBARA B. McDOWELL
General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

a. The execution of this certificate by the general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true;

b. The general partners accept the liability imposed by the Act on a general partner for a false statement contained in this certificate; and

c. If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 17th of February, 2004.

CATHERINE F. LOCATIS
General Partner

Walter S. Langshaw, III
WALTER S. LANGSHAW, III
General Partner

JAMES B. FERGUSON
General Partner

BARBARA B. McDOWELL
General Partner

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TALLAHASSEE, FLORIDA

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8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

a. The execution of this certificate by the general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true;


b. The general partners accept the liability imposed by the Act on a general partner for a false statement contained in this certificate; and

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EXECUTED as of this 17th of Feb, 2004.

CATHERINE F. LOCATIS
General Partner

WALTER S. LANGSHAW, III
General Partner



JAMES B. FERGUSON
General Partner

BARBARA B. McDOWELL
General Partner

04 FEB 25 AM 9:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

a. The execution of this certificate by the general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true;

b. The general partners accept the liability imposed by the Act on a general partner for a false statement contained in this certificate; and

c. If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 23 of Feb, 2004.

CATHERINE F. LOCATIS
General Partner

WALTER S. LANGSHAW, III
General Partner

JAMES B. FERGUSON
General Partner


BARBARA B. McDOWELL
General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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H04000041134 3

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

WOODSTOCK, L.L.L.P., desiring to organize or qualify under the laws of the State of Florida hereby designates **CT CORPORATION SYSTEM** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1200 South Pine Island Road, Plantation, Florida 33324.

DATED this 15 day of February, 2004.

Catherine F. Locatis
CATHERINE F. LOCATIS
General Partner

WALTER S. LANGSHAW, III
General Partner

JAMES B. FERGUSON
General Partner

BARBARA B. McDOWELL
General Partner

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04 FEB 25 AM 9:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named as registered agent to accept service of process for the above stated 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, and I am familiar with and accept the obligations of my position as registered agent.

DATED this _____ day of _____, 2004.

CT CORPORATION SYSTEM

By: _____
Its _____

H04000041134 3

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

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DATED this 17th day of February, 2004.

CATHERINE F. LOCATIS
General Partner

Walter S. Langshaw, III
WALTER S. LANGSHAW, III
General Partner

JAMES B. FERGUSON
General Partner

BARBARA B. McDOWELL
General Partner

Having been named as registered agent to accept service of process for the above stated 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, and I am familiar with and accept the obligations of my position as registered agent.

DATED this _____ day of _____, 2004.

C T CORPORATION SYSTEM

By: _____
Its _____

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04 FEB 25 AM 1:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

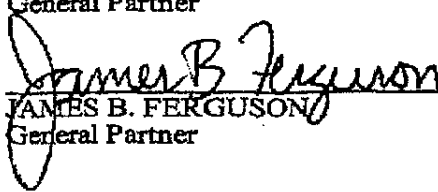
In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

WOODSTOCK, L.L.L.P., desiring to organize or qualify under the laws of the State of Florida hereby designates CT CORPORATION SYSTEM as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1200 South Pine Island Road, Plantation, Florida 33324.

DATED this 17th day of Feb, 2004.

CATHERINE F. LOCATIS
General Partner

WALTER S. LANGSHAW, III
General Partner


JAMES B. FERGUSON
General Partner

BARBARA B. McDOWELL
General Partner

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DATED this _____ day of _____, 2004.

CT CORPORATION SYSTEM

By: _____
Its _____

H04000041134 3

H04000041134 33

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

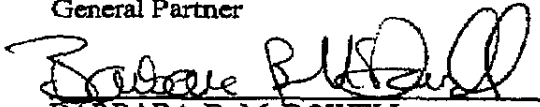
WOODSTOCK, L.L.L.P., desiring to organize or qualify under the laws of the State of Florida hereby designates **CT CORPORATION SYSTEM** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1200 South Pine Island Road, Plantation, Florida 33324.

DATED this 20 day of 23, 2004.

CATHERINE F. LOCATIS
General Partner

WALTER S. LANGSHAW, III
General Partner

JAMES B. FERGUSON
General Partner



BARBARA B. McDOWELL
General Partner

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MAR 25 PM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DATED this _____ day of _____, 2004.

CT CORPORATION SYSTEM

By: _____
Its _____

H04000041134 3

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DATED this 23 day of February, 2004.

CATHERINE F. LOCATIS
General Partner

WALTER S. LANGSHAW, III
General Partner

JAMES B. FERGUSON
General Partner

Barbara B. McDowell

BARBARA B. McDOWELL
General Partner

Having been named as registered agent to accept service of process for the above stated 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, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 25th day of February, 2004.

CT CORPORATION SYSTEM

By: *Peter E. Souza*

PETER E. SOUZA
Assistant Secretary

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