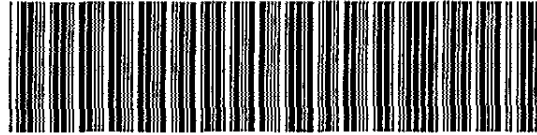


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TALLAHASSEE, FLORIDA



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STEVEN T. WELCH
Attorney at Law
A GEORGIA LIMITED LIABILITY COMPANY
3651 Peachtree Parkway, Suite E310
Suwanee, Georgia 30024

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Steven T. Welch, Esq.
StevenWelch@earthlink.net

Office: (678) 477-1995
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
(678) 477-1996

March 4, 2004

The Honorable Glenda Hood
Secretary of State
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Limited Partnership and Affidavits of Contributions for
THE MONSEES FAMILY LIMITED PARTNERSHIP

Dear Secretary Hood:

Enclosed please find an original and one (1) copy of the Certificate of Limited Partnership and Affidavits of Contributions for THE MONSEES FAMILY LIMITED PARTNERSHIP as required the Department's regulations to effect the organization of the entity under Florida law. Also enclosed you will find a check in the amount of \$1,793.75 for filing fees and costs as follows: \$1,750.00 based upon the filing fee computation set out in Chapter 620, F.R.S.; \$35.00 for the designation of a registered agent; and \$8.75 for transmittal of a certificate under seal remitted to the undersigned in the self-addressed stamped envelope provided herein for your convenience.

Please file the originals in the records of the Office, and remit the provided copies of each document to me, stamped "filed" at the address above in the self addressed envelope mentioned above.

Please contact me should you require anything further.

With kindest regards, I am

Yours Very Truly,



STEVEN T. WELCH

STW/dm

Enclosure

Cc: File
James & Shelley Monsees

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
Monsees Family Limited Partnership**

A Florida Limited Partnership

The undersigned does hereby certify that a Florida Limited Partnership Agreement was signed on December 26, 2003, at Destin, Florida by the following, herein called the "General Partner":

Monsees Family, LLC

and by the following, hereinafter referred to as the initial "Limited Partners":

James D. Monsees

Shelley L. Monsees

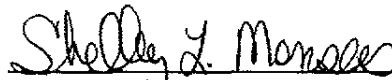
WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Limited Partnership Act.

1. Name. The name of this Limited Partnership is the Monsees Family Limited Partnership
2. Business. The Limited Partnership may hold, manage, develop, exchange, and/or lease real estate, buy and sell both real and personal property including options, rights, intangibles and undivided interests in property, hold other investment assets. There is no geographical or jurisdictional restriction upon the location of an investment property or activity. The Limited Partnership may lease property which it owns or needs and may sublease property which it acquires under another lease. It may borrow and lend money, with or without interest or collateral. Furthermore, the Limited Partnership may engage in and/or conduct any lawful business or investment activities.
3. Principal Office, Principal Place of Business, Records Location and Registered Office. The location of the principal office, principal place of business and records location of the Limited Partnership is 320 Holly St., Destin, Florida 32541. The location of the registered office of the Limited Partnership is 320 Holly St., Destin, Florida 32541.
4. Appointment and Consent to Serve as Registered Agent. The registered agent for service for this Limited Partnership is Shelley L. Monsees whose address is 320 Holly St., Destin, Florida 32541.

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I, Shelley L. Monsees, a natural person and resident of Florida State, accept the appointment as agent of the Monsees Family, LLC upon whom process may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the Registered Office Address.



Shelley L. Monsees, Registered Agent

5. The Partners. The General Partner of this Limited Partnership is:
Residence and Mailing Address:
Monsees Family, LLC 204-7727
320 Holly St.
Destin, Florida 32541
6. The Limited Partnership shall also have such Limited Partners as are named in the Limited Partnership Agreement.
7. Term. The Partnership shall begin on the date this Certificate of Limited Partnership is filed with the Secretary of State of Florida and shall continue for 30 years thereafter or until December 31, 2033 following, whichever is later, unless sooner dissolved by law or by agreement of all of the remaining partners or unless extended by the agreement of all the remaining partners.
8. Initial and Additional Contributions. The amount of the initial capital contributions of the general and limited partners of the partnership is \$10,000.00. While no additional contributions of the Limited Partners have been agreed upon, it is anticipated that the total contributions of the general and limited partners of the partnership will exceed in the aggregate \$251,000.00.
9. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the Limited Partnership. No Limited Partner shall have the right to dissolve or terminate the Limited Partnership except upon the affirmative vote of one hundred percent (100%) in interest of all Partners.
10. Profits. All annual net profits of the Limited Partnership may be distributed annually and shall be divided among the Partners in the same proportions as the Partners' then constituted partnership interest, unless retained for the Partnership investment and business activities.
11. Assignments. A Limited Partner is prohibited from selling, assigning, transferring, encumbering, or otherwise disposing of any interest in this Limited Partnership, its property, or its assets, without the written consent of all of the Partners, both General and Limited, and only after such Limited Partner gives to the Limited Partnership and other Partners an opportunity to purchase such

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

interest, as explained in detail in the Limited Partnership Agreement. The assignee, purchaser, or transferee of the whole or any portion of a Limited Partner's interest in the Limited Partnership shall not become a substituted limited partner unless all General and Limited Partners (except the assignor, seller, or transferor) consent thereto. The assignor, seller, or transferor of a Limited Partnership interest shall not have the right to make his or her assignee, purchaser, or transferee a substituted Limited Partner. Furthermore, such assignee, purchaser, or transferee shall not become a substituted Limited Partner unless and until all provisions of the Partnership Agreement are complied with and expressly agreed to.

12. Additional Limited Partners. The General Partners may admit additional limited partners with the consent of all the Partners.
13. Priority Among Limited Partners. No one Limited Partner has priority over another as to the contributions or compensation by way of income.
14. Continuance of Business. Upon the death, retirement insanity or legal incapacity of the last surviving or serving General Partner, the Limited Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes incompetent to adequately manage his or her affairs as determined by written affidavits signed and acknowledged by two licensed physicians, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Limited Partnership by selecting a new General Partner.
15. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his contributions.
16. Amount of Cash and Agreed Value and Description of Other Property Contributed. The Partners in the Limited Partnership have initially contributed their interest in the property as set forth in Schedules "A" and/or "B" of the Partnership Agreement.

DATED: 1-7-04

GENERAL PARTNER:
Monsees Family, LLC

BY: Shelley L. Monsees
Shelley L. Monsees, General Manager

STATE OF FLORIDA

COUNTY OF OKALOOSA

)
) ss.
)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this day January 14, 2004, by Shelley L. Monsees, as General Manager of the Monsees Family, LLC, General Partner who is personally known to me or who has produced _____, as identification.

[Seal]



Cristyann Courtney Duncan
Notary Public
Cristyann Courtney Duncan
244 Parkwood Circle
Niceville, Florida 32578

My commission expires: September 13, 2004

STATE OF FLORIDA

COUNTY OF OKALOOSA

)
) ss.
)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Affidavit of Capital Contributions

BEFORE ME, the undersigned, personally appeared Shelley L. Monsees, General Manager of Monsees Family, LLC, General Partner of Monsees Family Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The total amount of capital contributions to the Partnership made by the General Partners is, in the aggregate, \$200.00.
2. The total amount of capital contributions to the Partnership made by the Limited Partners is, in the aggregate, \$9,800.00.
3. At this time, it is anticipated that additional capital contributions will be made, which will exceed in the aggregate \$251,000.00.

Under penalties of perjury, we declare that we have read the foregoing, and the facts alleged are true, to the best our knowledge and belief.

GENERAL PARTNER:

Monsees Family, LLC

Shelley L. Monsees

By: Shelley L. Monsees, General Manager

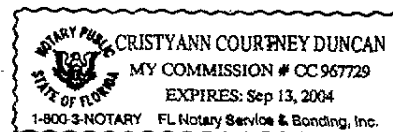
Sworn and subscribed to before me by Shelley L. Monsees, General Manager of Monsees Family, LLC as General Partner of Monsees Family Limited Partnership, on ~~December 26, 2003~~,
January 7, 2004

Witness my hand and official seal.

My commission expires: Sept 13, 2004

Cristyann Courtney Duncan
Notary Public

Cristyann Courtney Duncan
244 Parkwood Circle
Niceville, Florida 32578



[SEAL]

Affidavit of Capital Contribution

FILED

BEFORE ME, the undersigned, personally appeared Shelley L. Monsees, General Manager of Monsees Family, LLC, General Partner of Monsees Family Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The total amount of capital contribution to the Partnership made by the General Partner is \$200.00.
2. At this time, it is anticipated that additional capital contributions will be made by the General Partner, which may exceed in the aggregate \$251,000.00.

Under penalties of perjury, we declare that we have read the foregoing, and the facts alleged are true, to the best our knowledge and belief.

GENERAL PARTNER:

Monsees Family, LLC

Shelley L. Monsees
By: Shelley L. Monsees, General Manager

STATE OF FLORIDA)
) ss.
COUNTY OF OKALOOSA)

The foregoing instrument was acknowledged before me this day January 7, 2004, by Shelley L. Monsees, as General Manager of the Monsees Family, LLC, General Partner who is personally known to me or who has produced as identification.

[Seal]



Cristyann Courtney Duncan
Notary Public
Cristyann Courtney Duncan
244 Parkwood Circle
Niceville, Florida 32578

My commission expires: September 13, 2004

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Shelley L. Monsees, General Manager of Monsees Family, LLC, the General Partner of the Monsees Family Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

The total amount of capital contribution to the Partnership made by James D. Monsees a Limited Partner is \$300.00.

At this time, it is anticipated that additional capital contributions will be made by the Limited Partner, which are anticipated to exceed \$251,000.00 in the aggregate.

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

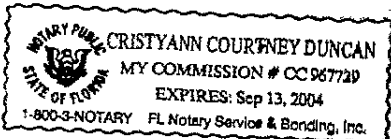
GENERAL PARTNER:
Monsees Family, LLC


BY: Shelley L. Monsees
Shelley L. Monsees, General Manager

STATE OF FLORIDA)
) ss.
COUNTY OF OKALOOSA)

The foregoing instrument was acknowledged before me this day January 7, 2004, by Shelley L. Monsees, as General Manager of the Monsees Family, LLC, General Partner who is personally known to me or who has produced _____, as identification.

[Seal]




Notary Public
Cristyann Courtney Duncan
244 Parkwood Circle
Niceville, Florida 32578

My commission expires: September 13, 2004

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Shelley L. Monsees, General Manager of Monsees Family, LLC, the General Partner of the Monsees Family Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

The total amount of capital contribution to the Partnership made by Shelley L. Monsees a Limited Partner is \$9,500.00.

At this time, it is anticipated that additional capital contributions will be made by the Limited Partner, which are anticipated to exceed \$251,000.00 in the aggregate.

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

GENERAL PARTNER:
Monsees Family, LLC

BY: Shelley L. Monsees
Shelley L. Monsees, General Manager

STATE OF FLORIDA)
) ss.
COUNTY OF OKALOOSA)

The foregoing instrument was acknowledged before me this day January, 7, 2014, by Shelley L. Monsees, as General Manager of the Monsees Family, LLC, General Partner who is personally known to me or who has produced _____, as identification.

[Seal]



Cristyann Courtney Duncan
Notary Public
Cristyann Courtney Duncan
244 Parkwood Circle
Niceville, Florida 32578

My commission expires: September 13, 2004