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RUSSELL ENTERPRISES

P. O. Box 757, Crestview, FL 32536 Phone (850) 682-6156-Fax (850) 682-3321

Registration Section Division of Corporations P. O. Box 6327 Tallahassee, Fl 32314

January 14, 2005

SUBJECT: Bethel Valley, Ltd.

The enclosed Supplemental Affidavit and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following.

David A. Russell P. O. Box 757 Crestview, FL 32536

For further information concerning this matter, please call the above person at (850 682-6156.

General Partner

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned general partners of

BETHEL VALLEY, LTD, a Florida Limited Partnership, executed the supplemental affidavit filed pursuant to section 720.112, Florida Statutes.

The total amount of the capital contributions of the limited partnership is:

FOUR HUNDRED THOUSAND (\$400,000) DOLLARS

This 145# of January 2005.

FURTHER AFFIANT SAYETH NOT:

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

General Partner(s

DAVID A. RUSSÈLL

DARLENE DEAN

State of Florida County of Okaloosa

On this date, appeared before me, DAVID A. RUSSELL and DARLENE DEAN, who are personally known to me, and they acknowledges that they executed for foregoing instrument for the purposes state therein.

Date

Jenny Ross Teel
My Commission DD180124
Expires March 08, 2007

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