

11/16/2004 14:42 FAX 407 4231831

DEAN MEAD ORLANDO

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2004 NOV 16 A 9:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
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FLORIDA LIMITED PARTNERSHIP

Jacksonville Midtown Partners, Ltd.

Certificate of Status	0
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NOTE: THE ARTICLES OF INCORPORATION OF THE CORPORATE GENERAL PARTNER, JACKSONVILLE MIDTOWN MANAGEMENT, INC., WERE FILED TODAY UNDER FAX AUDIT NUMBER H04000228506

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
JACKSONVILLE MIDTOWN PARTNERS, LTD.**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.205 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Jacksonville Midtown Partners, Ltd.
2. The address of the office of the Partnership as referred to in Section 620.108, Florida Statutes, is 2699 Lee Road, Suite 405, Winter Park, Florida 32789.
3. The name and address of the agent for service of process on the Partnership are Roger W. Kellogg, 2699 Lee Road, Suite 405, Winter Park, Florida 32789.
4. The name and business address of the sole General Partner are:

Name

Address

Jacksonville Midtown  
Management, Inc.

2699 Lee Road, Suite 405  
Winter Park, Florida 32789

904-156187

5. The mailing address for the Partnership is 2699 Lee Road, Suite 405, Winter Park, Florida 32789.

6. The latest date upon which the Partnership shall dissolve is December 31, 2079.

7. 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 name by the General Partner.

*Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

JACKSONVILLE MIDTOWN MANAGEMENT,  
INC., General Partner

By:   
Roger W. Kellogg, President

Date: November 16<sup>th</sup>, 2004

11/16/2004 14:42 FAX 407 4231831

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

REGISTERED AGENT

  
\_\_\_\_\_  
Roger W. Kellogg

Date: November 16, 2004

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STATE OF FLORIDA

COUNTY OF ORANGE

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

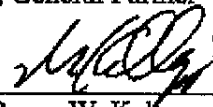
BEFORE ME, the undersigned, personally appeared ROGER W. KELLOGG, President of JACKSONVILLE MIDTOWN MANAGEMENT, INC., the sole General Partner of JACKSONVILLE MIDTOWN PARTNERS, LTD., a Florida limited partnership (the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$6,000,000.00.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$ -0-.

FURTHER AFFIANT SAYETH NOT.

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

JACKSONVILLE MIDTOWN MANAGEMENT,  
INC., General Partner

By:   
Roger W. Kellogg, President

Date: November 16<sup>th</sup>, 2004

Sworn to and subscribed before me this 16<sup>th</sup> day of November, 2004, by ROGER W. KELLOGG, as President of JACKSONVILLE MIDTOWN MANAGEMENT, INC., as the sole General Partner on behalf of JACKSONVILLE MIDTOWN PARTNERS, LTD., a Florida limited partnership. He (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_

  
Print Name: \_\_\_\_\_

Notary Public - State of Florida

Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

(NOTARY'S STAMP OR SEAL)

CHARLES HENRY EGERTON  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # 00067977  
EXPIRES 12/02/2005  
BONDED THRU 1-000-NOTARY1