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## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: WALLACETOWN MOTOR RESORT, LIMITED PARTNERSHIP

(Name of Limited Partnership)

DOCUMENT NUMBER: A05000001048

The enclosed Statement of Qualification for Florida Limited Liability Limited Partnership and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

PATRICK SHANK

(Name of Person)

HOLLAND AND KNIGHT LLP

(Firm/Company)

2099 PENNSYLVANIA AVENUE NW, WASHINGTON, DC 20006

(Address)

\_\_\_\_\_  
(and Zip Code)

For further information concerning this matter, please call:

PATRICK SHANK

(Name of Person)

at ( 202 ) 457 5958

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**

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Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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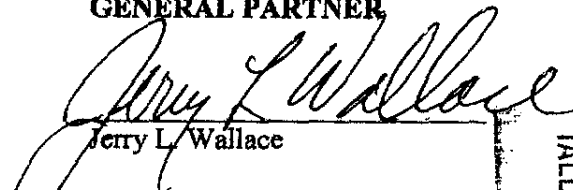
**STATEMENT OF QUALIFICATION FOR  
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

Pursuant to Section 620.9001 of the Florida Revised Uniform Partnership Act of 1995, the undersigned hereby submits the following:

1. The name of the limited partnership as identified in the records of the Florida Department of State is WALLACETOWN MOTOR RESORT, LIMITED PARTNERSHIP (the "LP"), Florida Document No. A05000001048.
2. The complete name of the LP after filing this Statement of Qualification shall be WALLACETOWN MOTOR RESORT, LLLP.
3. The street address of the chief executive office and principal office of the LP is 4458 Ocean View Drive, Destin, Florida 32541.
4. The LP hereby elects to be a limited liability limited partnership.
5. The effective date of this filing shall be as of the date this document is accepted and filed by the Florida Secretary of State.
6. The name and Florida street address of the agent for service of process of the LP is John R. Dowd, Jr., 285 Highway 98 East, Suite A, Destin, Florida 32541.

The execution of this Statement of Qualification by the undersigned sole general partner of the LP constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**JERRY L. WALLACE LIMITED PARTNERSHIP,  
GENERAL PARTNER**

  
Jerry L. Wallace  
Dated: June 1, 2005

**FILED**  
05 JUN 15 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA