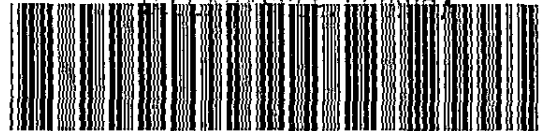


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2005 DEC 13 P 5:02

SECRETARY OF STATE

TALLAHASSEE, FLORIDA



300062076303

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Jerry Wallace Resorts, LLLP  
(Name of Limited Partnership)

**FILED**

2005 DEC 13 P 5:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed Certificate of Limited Partnership, Affidavit of Capital Contributions and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael R. Leininger

(Name of Person)

Dowd Law Firm, P.A.

(Firm/Company)

285 Harbor Blvd., Suite A

(Address)

Destin, FL 32541

(City/State and Zip Code)

For further information concerning this matter, please call:

Michael R. Leininger

(Name of Person)

at ( 850 ) 650-2202

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

CERTIFICATE OF LIMITED PARTNERSHIP

FILED

1. Jerry Wallace Resorts, LLLP  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership") 2005 DEC 13 5:02

2. 763-5 Highway 98 East, Destin, FL 32541  
(Business address of Limited Partnership) SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3. John R. Dowd, Jr.  
(Name of Registered Agent for Service of Process)

4. 285 Harbor Blvd., Suite A, Destin, FL 32541  
(Florida street address for Registered Agent)

5. [Signature]  
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. P.O. Box 7039

Destin, FL 32540  
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is \_\_\_\_\_

8. Name(s) of general partner(s): THE JERRY WALLACE COMPANIES, LLLP  
403-7043  
Jerry Wallace Dealmakers, LLC  
402-27234

Street address: 4458 Ocean View Drive  
Destin, FL 32541

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

Signed this 8th day of Dec, 2005

Signature of all general partners:

[Signature]  
General Partner  
[Signature]  
General Partner  
[Signature]  
General Partner

\_\_\_\_\_  
General Partner  
\_\_\_\_\_  
General Partner  
\_\_\_\_\_  
General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

**FILED**

2005 DEC 13 P 5:02

The undersigned constituting all of the general partners of  
Jerry Wallace Resorts, LLLP

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

a Florida Limited Partnership, certify:

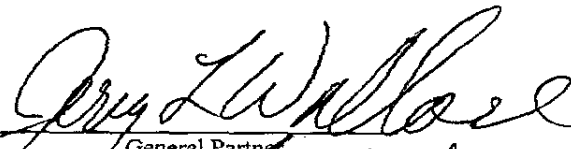
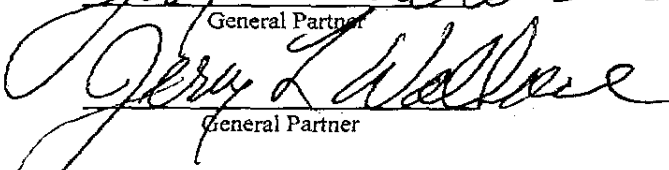
The amount of capital contributions to date of the limited partners is \$ 100.00

The total amount contributed and anticipated to be contributed by the limited partners at this time  
totals \$ 100.00

Signed this 13<sup>TH</sup> day of DEC, 2005

FURTHER AFFIANT SAYETH NOT.

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

|   |                 |
|---|-----------------|
|  | _____           |
| General Partner   | General Partner |
|  | _____           |
| General Partner   | General Partner |
| _____   | _____           |
| General Partner   | General Partner |