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DZ Waggoner II Limited Partnership

Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
DZ WAGGONER II LIMITED PARTNERSHIP**

The undersigned, being desirous of forming a limited partnership under the laws of the State of Florida, does hereby certify as follows:

1. The name of the limited partnership is DZ Waggoner II Limited Partnership (the "Partnership").
2. The mailing address for the principal office of the Partnership in the State of Florida is located at 200 Kings Town Drive, Naples, Florida, 34102, or at such other location in the State of Florida as the General Partner may determine from time to time.
3. The name and the business address of the General Partner of the Partnership is Don & Zelma Waggoner Enterprises, Inc., a Florida Corporation (the "General Partner"), with a business address at 200 Kings Town Drive, Naples, Florida 34102. **PPA000089675**

IN WITNESS WHEREOF, the undersigned has duly executed this certificate of Limited Partnership effective as of Feb 1st, 2007.

DON & ZELMA WAGGONER ENTERPRISES, INC.

By: *Donald F. Waggoner*
Donald F. Waggoner, Its President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the limited partnership is DZ WAGGONER II LIMITED PARTNERSHIP
2. The name and address of the registered agent and office is:

James R. Nici, Esq.
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in the Florida Statutes.

Dated effective as of Feb 1, 2007.

By: 

James R. Nici, Esq.
Initial Registered Agent

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