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TAMPA, FLORIDA

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

Melissa R. Smith
Natalie Escudero

June 1, 2012

Via Certified Mail, Return Receipt Requested
Article # 7008 0500 0001 6018 8828

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Freels-Duvall Family Limited Partnership
Our File No. 5295-3

Dear Sir/Madam:

On behalf of the above-referenced limited partnership, I enclose herewith an original and one (1) copy of the fully executed and notarized Certificate of Limited Partnership, together with our firm check in the amount of \$1,052.50.

Please cause the original copy of the Certificate of Limited Partnership to be filed among the corporate records of the State of Florida. Please return a certified copy of the Certificate of Limited Partnership to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$1,000.00
Certified Copy Fee	<u>52.50</u>
TOTAL	\$1,052.50

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:mrs

Enclosures

cc: Ms. Charlotte Freels Duvall (via email only at cfduvall@bellsouth.net)
Ms. Maileen Smith (via email only at maileensmith@cox.net)
Ms. Denise West (via email only at denise@macdonaldwest.com)
Mr. Mareen Walker Duvall (via email only at walkerduvall@gmail.com)

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FREELS-DUVALL FAMILY LIMITED PARTNERSHIP

Freels-Duvall Family GP, LLC, the General Partner of the Freels-Duvall Family Limited Partnership having formed a Limited Partnership pursuant to Chapter 620, Florida Statutes, with Charlotte Freels Duvall, Mary Aileen Duvall Smith, Charlotte Denise Duvall West and Mareen Walker Duvall, the Limited Partners, does hereby certify and state as follows:

ARTICLE I
NAME

The name of the Limited Partnership shall be:

FREELS-DUVALL FAMILY LIMITED PARTNERSHIP

ARTICLE II
CHARACTER OF BUSINESS

The nature and character of the business to be carried on by the Limited Partnership is:

A. To hold and manage for investment purposes real estate, stocks, bonds, securities, or any other property (any and all of such property as may from time to time be used by the Limited Partnership being hereinafter referred to as the "Property"). It is intended that the consolidation of investments through the Limited Partnership will provide centralized and cost effective management; and

B. To engage in any legal activities that the General Partner may from time to time deem to be in the best interest of the Limited Partnership; and

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JACKSONVILLE, FLORIDA

C. To ensure management continuity for the Property, to provide management experience, participation, and succession of management to family members, and to share investment capital with family members by providing the means for them to acquire an interest in the Limited Partnership.

ARTICLE III
PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of the Limited Partnership shall be 1900 Secoffee Street, Miami, Florida 33133 and the Limited Partnership may establish such other offices within the State of Florida or elsewhere as the General Partner shall select and designate. The Limited Partnership shall maintain its books and records at 1900 Secoffee Street, Miami, Florida 33133.

ARTICLE IV
REGISTERED AGENT

The Freels-Duvall Family Limited Partnership, desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Miami-Dade County, Florida 33134, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE V
NAME AND BUSINESS ADDRESS OF EACH PARTNER

The name and place of business of each General and Limited Partner is as follows:

GENERAL PARTNER

<u>Name</u>	<u>Place of Business</u>
Freels-Duvall Family GP, LLC	1900 Secoffee Street Miami, Florida 33133

LIMITED PARTNERS

<u>Name</u>	<u>Place of Business</u>
Charlotte Freels Duvall	1900 Secoffee Street Miami, Florida 33133
Mary Aileen Duvall Smith	1441 Colleen Lane McLean, Virginia 22101
Charlotte Denise Duvall West	5325 Orduna Drive Coral Gables, Florida 33146
Mareen Walker Duvall	6850 North Grande Drive Boca Raton, Florida 33433

ARTICLE VI TERM

The Limited Partnership shall exist in perpetuity until dissolution or termination by action of the General Partner as provided in the Limited Partnership Agreement or by operation of law.

ARTICLE VI ADDITIONAL CONTRIBUTIONS

No Limited Partner has agreed to make any further capital contributions and upon payment of the full amount of the contribution prescribed in Article VI hereof, his or her liability to the Partnership shall terminate.

ARTICLE VII
DISSOLUTION OF GENERAL PARTNER

Upon the dissolution of the General Partner, the Partnership shall forthwith be dissolved and terminated unless continued by unanimous action of the Limited Partners.

Signed this 27 day of May, 2012.

GENERAL PARTNER:

FREELS-DUVALL FAMILY GP, LLC

By: Charlotte Freels Duvall
Charlotte Freels Duvall, Manager

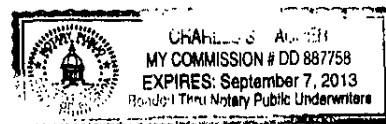
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Charlotte Freels Duvall, to me well known and known to be the person in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 27 day of May, 2012.

Charles S. Archer
Notary Public, State of Florida

My Commission Expires:



By: Mary Aileen Duvall Smith
Mary Aileen Duvall Smith, Manager

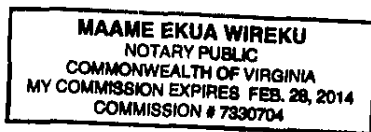
STATE OF Virginia)
COUNTY OF Fairfax) SS:

BEFORE ME, the undersigned authority, personally appeared Mary Aileen Duvall Smith, to me well known and known to be the person in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 29th day of May, 2012.

Maame Ekua Wireku
Notary Public, State of Virginia

My Commission Expires: Feb 28, 2014



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for FREELS-DUVALL FAMILY LIMITED PARTNERSHIP, at the place designated in Section IV of the Certificate of Limited Partnership, to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position.

 (SEAL)
Charles P. Sacher, Registered Agent

W:\5295-3\wp\Limited Partnership Certificate - Freels-Duvall Family Limited Partnership.frm