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IVAN M. LEPHOWITE *

JEFFREY M. ROLTUN **

GWEN B. TOPHAM *

TELEPHONE 14071 428-1974 FACSIMILE (4071 425-198) BOAND CENTIFIED IN TAXATION AND HABTER OF LAWE IN ESTATE PLANNING
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Fobruary 21, 1995

Socretary of State Bureau of Corporate Records Attention: Corporations Division Post Office Box 6327 Tallahassee, Florida 32314

500001417755 -02/28/95--01122--001 ****437.50 ****437.50

Re: D.M. McCARTHY FAMILY PARTNERSHIP, LTD.

Doar Sir or Madam:

Enclosed are the original and a duplicate copy of the Certificate of Limited Partnership (with Acceptance of Registered Agent) and Affidavit of Capital Contribution in connection with the above-referenced limited partnership.

Please endorse your approval of the Certificate and Affillavit on the duplicate copy, certify and return it to me.

A check is also enclosed in the total amount of \$437.50 tocover the \$350.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Limited Partnership and the \$35.00 feel for filing the Acceptance of Registered Agent.

Yours very truty,

IML:sa

Enclosures ** *

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(nec: Mr. D. Miller McCarthy

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CERTIFICATE OF LIMITED PARTNERSHIP

D. M. MCCARTHY FAMILY PARTNERSHIP, LTD.

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF D. M. MCCARTHY FAMILY PARTNERSHIP, LTD., is dated this 28 day of Documber, 1994, by D. MILLER MCCARTHY, referred to herein as the "General Partner", who has caused this Certificate of Limited Partnership to be executed as General Partner. In accordance with Section 620.108, Florida Statutos, the General Partner hereby states as follows:

- 1. The name of the Partnership is:
 - D. M. MCCARTHY FAMILY PARTNERSHIP, LTD.
- 2. The purpose of the Partnership is to own, develop, operate, manage, protect, improve, raze, alter and repair improvements, sell or contract to sell in whole or in part, partition, grant options to purchase, donate, convey, acquire, release or grant easements or other rights, subdivide, lease (in whole or in part) and to renew, extend, contract for and grant options with respect to leases on the Property, and to do all other things necessary or appropriate to carry out the foregoing purposes.

In addition, the Partnership may invest and re-investits: assets in any income-producing or investment property, as the General Partner shall deem proper, whether real or personal tangible or intangible, and do all other things necessary of appropriate to carry out the foregoing purposes.

For purposes of this paragraph 2, the term "Property" shall refer to any real property or personal property which may subsequently be conveyed to the Partnership or acquired with assets of the Partnership.

- 3. The name of the Partnership's resident agent for service of process is IVAN M. LEFKOWITZ, Esquire. The address of the Partnership's resident agent for such purposes shall be 430 North Mills Avenue, Orlando, Florida 32803.
 - 4. The name and business address of the General Partner is:

<u>Name</u>

Business Address

D. MILLER MCCARTHY

729 Alba Drive Orlando, Florida 32804

- 5. The Partnership shall terminate no later than December 31, 2034.
- 6. The profits and losses of the Partnership shall be allocated in accordance with the capital accounts of each Partner.

- The mailing address of the Partnership shall be 729 Alba Drive, Orlando, Florida 32804.
- The office address of the Partnership shall be 729 Alba Drive, Orlando, Florida 32804.

IN WITNESS WHEREOF, the General Partner has executed this Cortificate of Limited Partnership as of the date first written abovo.

Signed, sealed and delivered in the presence of: D. MILLER MCCARTHY As to General rtner []] []] [77]

Gonoral Partner:

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of December, 1994, by D. MILLER McCARTHY, who acknowledged before me that he is the individual named as the General Partner, and that he has executed this Certificate of Limited Partnership for the purposes of forming a limited partnership pursuant to the provisions of Section 620.108, Florida Statutes. D. MILLER MCCARTHY is personally known to me or was identified by me as follows: personally known He did not take an oath prior to executing this instrument.

> Notary Public My Commission Expires:

> > IVAN M. LEFKOWITZ MY COMMISSION # CC 207427 EXPIRES: July 21, 1996 Bonded Thru Notary Public Underwrite

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP 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.

Dated: December 28, 1994

IVAN M. LEFKONITZ

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REGISTERED AGENT:

AFFIDAVIT OF CAPITAL CONTRIBUTION OF D. M. MCCARTHY FAMILY PARTNERSHIP, LTD.

The undersigned, a General Partner of D. M. McCARTHY FAMILY PARTNERSHIP, LTD. (the "Partnership"), makes the following declarations pursuant to Section 620.108 of the Florida Statutes:

- 1. The amount of the capital contributions of the Limited Partners of the Partnership is \$50,000.00.
- 2. It is not presently anticipated that the Limited Partners will make additional capital contributions to the Partnership. In the event any Limited Partner makes an additional contribution to the Partnership, a supplemental affidavit shall be filed with the Department of State.

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STATE OF FLORIDA

COUNTY OF

The foregoing instrument was signed and sworned to before me this 28 of December, 1994, by D. MILLER MCCARTHY, as General Partner on behalf of D. M. McCARTHY FAMILY PARTNERSHIP, LTD., a Florida limited partnership, and he has executed this Affidavit for the purposes of forming a Limited Partnership pursuant to Section 620.108 of the Florida Statutes. He is personally known to me or was identified by me as follows: Personally Known

Notary Public

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My Commission Expires:

IVAN M. LEFKOWITZ
MY COMMISSION & CC; 207427
EXPIRES: July 21, 1996
Bonded Thru Notary Public Underwriters

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