

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

CSC networks

000-342-8086

A9500000373

FILED STATE
SECRETARY OF CORPORATIONS
95 MAR -9 PM 12:49

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 557735 81093A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : March 9, 1995

ORDER TIME : 9:35 AM

ORDER NO. : 557735

CUSTOMER NO: 81093A

CUSTOMER: Mr. Craig R. Hersch
SHEPPARD BRETT & STEWART, P.A.

2121 West First Street
P. O. Drawer 400
Ft. Myers, FL 33901

G. TAX _____
FILING _____
R. AGENT FEE 1750.00
C. COPY 35.00
TOTAL 52.50
N. BANK 7832.50
BALANCE DUE _____
REFUND _____

4000001440194
-03/27/95--01039--002
***1837.50 ***1837.50

DOMESTIC FILING

NAME: THE FILSON FAMILY LIMITED
PARTNERSHIP

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

3/9/95

B/r

95 MAR -9 PM 12:49
FILED STATE
SECRETARY OF CORPORATIONS

CERTIFICATE OF THE FILSON FAMILY LIMITED PARTNERSHIP

THIS CERTIFICATE is executed on March 3 1995 with respect to the agreement of The Filson Family Limited Partnership partnership").

1. Name. The partnership's name is The Filson Family Limited Partnership.

2. Partnership's Business. The partnership's business is owning, developing, leasing, managing, and selling real estate, and all other related acts. The partnership may also do all things not otherwise illegal under the laws of the Florida.

3. Registered Agent. The name and post office address of the partnership's registered agent is: Theodore A. Filson, 20185 Ocelot Court, Estero, Florida 33928.

Theodore A. Filson is a general partner. Theodore A. Filson is the general partner authorized to sign this certificate. He resides and has his business address within Lee County, Florida.

4. Specified Office. The post office address of the office at which its records are kept is: 20185 Ocelot Court, Estero, Florida 33928.

5. Partners. The name and post office address of the general partners is: Theodore A. Filson and Chantal Filson, 20185 Ocelot Court, Estero, Florida.

6. Dissolution. The latest date on which the limited partnership is to be dissolved and its affairs wound up is December 31, 2025.

IN WITNESS WHEREOF, the undersigned sole general partner has signed and sealed this certificate, on the day and year first above written.

Dated this 3 day of March, 1995.

Signed, Sealed and Delivered
in the Presence of:

Ullie R. Beaul
Witness

CHRIS HERSCHE
Printed name of witness

Alvilda M. Ayen
Witness

ALVILDA M. AYEN
Printed name of witness

Theodore A. Filson General Partner
THEODORE A. FILSON
GENERAL PARTNER

FILED
STATE OF FLORIDA
DIVISION OF REVENUE
95 MAR 3 PM 1:49

RESIDENT AGENT ACCEPTANCE

I, Theodore A. Filson, located at 20105 Ocolot Court, Estero, Florida, having been named to accept service of process for THE FILSON FAMILY LIMITED PARTNERSHIP, hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

By: Theodore A. Filson General Partner,
THEODORE A. FILSON, General Partner,
Resident Agent

Date: March 3, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -9 PM 12:45

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED authorized representative of a General Partner of The Filson Family Limited Partnership deposes and says:

1. The above-named family limited partnership has at least two (2) members.

2. The total amount of cash initially contributed by limited partners is 1,396,584 Dollars, as more fully described in Exhibit "A" attached hereto.

3. The General Partner anticipates the Limited Partners contributing an additional 0 (zero) Dollars to the organization in the near future.

5. The signature of the General Partner of the Partnership is in accordance with Section 620.108(1), Florida Statutes.

6. The execution of this Affidavit constitutes an affirmation under the penalties of perjury, and that the facts stated herein are true.

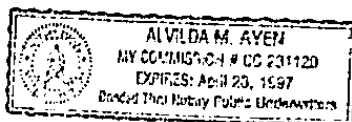
EXECUTED this 3 day of MARCH, 1995.

Theodore A. Filson General Partner
THEODORE A. FILSON, General Partner

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 3 day of MARCH, 1995, by THEODORE A. FILSON who is (X) personally known to me or who has () produced N/A as identification.



(SEAL)

Alvilda M. Ayen
Signature of Notary Public

ALVILDA M. AYEN
Printed Name of Notary Public

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -9 PM 12:10

EXHIBIT "A"
PARTNERSHIP INTEREST AND CAPITAL CONTRIBUTIONS

<u>PARTNER</u>	<u>PARTNERSHIP INTEREST</u>	<u>CAPITAL CONTRIBUTION</u>
<u>General Partner</u>		
Theodore A. Filson	.75%	\$ 10,580.00
<u>General Partner</u>		
Chantal Filson	.25%	\$ 3,527.00
<u>Limited Partners:</u>		
Theodore A. Filson	58.325%	\$822,791.00
Yolande Filson	19.003%	\$268,072.00
Chantal Filson	9.203%	\$129,823.00
Brian Filson	12.469%	\$175,898.00

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 MAR -9 PM 12:49

CERTIFICATE OF THE FILSON FAMILY LIMITED PARTNERSHIP

THIS CERTIFICATE is executed on 3/15/95
with respect to the agreement of The Filson Family Limited
Partnership ("the partnership").

1. Name. The partnership's name is The Filson Family Limited
Partnership.

2. Partnership's Business. The partnership's business is owning,
developing, leasing, managing, and selling real estate, and all other
related acts. The partnership may also do all things not otherwise
illegal under the laws of the Florida.

3. Registered Agent. The name and post office address of the
partnership's registered agent is: Theodore A. Filson, 20185 Ocelot
Court, Estero, Florida 33928.

Theodore A. Filson is a general partner. Theodore A. Filson is
the general partner authorized to sign this certificate. He resides
and has his business address within Lee County, Florida.

4. Specified Office. The post office address of the office at
which its records are kept is: 20185 Ocelot Court, Estero, Florida
33928.

5. Partners. The name and post office address of the general
partners is: Theodore A. Filson and Chantal Filson, 20185 Ocelot Court,
Estero, Florida.

6. Dissolution. The latest date on which the limited partnership
is to be dissolved and its affairs wound up is December 31, 2025.

IN WITNESS WHEREOF, the undersigned sole general partner has
signed and sealed this certificate, on the day and year first above
written.

Dated this 15 day of March, 1995.

Signed, Sealed and Delivered
in the Presence of:

Laren A. Stetkar
Witness
Laren A. Stetkar
Printed name of witness

Betty R. Kirkpatrick
Witness
Betty R. Kirkpatrick
Printed name of witness

Chantal Filson
Chantal Filson
GENERAL PARTNER

FILED STATE
DEPT OF REVENUE
DIVISION OF CORPORATIONS
95 MAR 9 PM 12:49

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED authorized representative of a General Partner of The Filson Family Limited Partnership deposes and says:

1. The above-named family limited partnership has at least two (2) members.

2. The total amount of cash initially contributed by all limited partners is ---\$1,396,584.00----- Dollars, as more fully described in Exhibit "A" attached hereto.

3. The General Partner anticipates the Limited Partners contributing an additional -0- (zero) Dollars to the organization in the near future.

5. The signature of the General Partner of the Partnership is in accordance with Section 620.108(1), Florida Statutes.

6. The execution of this Affidavit constitutes an affirmation under the penalties of perjury, and that the facts stated herein are true.

EXECUTED this 15 day of March, 1995.

Chantal Filson
CHANTAL FILSON, General Partner

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 15th day of March, 1995, by CHANTAL FILSON who is () personally known to me or who has (X) produced Florida Driver License #F425-112-73-921-0 as identification.

Gretta M. Clements
Signature of Notary Public

(SEAL)

GRETTA M. CLEMENTS
Notary Public, State of New York
No. 4978443 Printed Name of Notary Public
Qualified in Saratoga County
My Commission Expires 1-14-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR -5 PM 12:49

EXHIBIT "A"
PARTNERSHIP INTEREST AND CAPITAL CONTRIBUTIONS

<u>PARTNER</u>	<u>PARTNERSHIP INTEREST</u>	<u>CAPITAL CONTRIBUTION</u>
<u>General Partner</u>		
Theodore A. Filson	.75%	\$ 10,580.00
<u>General Partner</u>		
Chantal Filson	.25%	\$ 3,527.00
<u>Limited Partners:</u>		
Theodore A. Filson	58.325%	\$822,791.00
Yolande Filson	19.003%	\$268,072.00
Chantal Filson	9.203%	\$129,823.00
Brian Filson	12.469%	\$175,898.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 HAR-9 PH12:49

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996

1a. DOCUMENT #
A95000000373

FILED

96 JAN 23 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

THE FILSON FAMILY LIMITED PARTNERSHIP

Mailing Address
20185 OCELOT COURT
ESTERO FL 33928

Principal Office Address
20185 OCELOT COURT
ESTERO FL 33928

If above addresses are in effect in any way, file through the income information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA **03/09/1995**

3a. Date of Last Report
N/A

4. State or Country of Formation
FL

City, State & Zip
3300001702263
-01/31/96--01021--022
******147.50 ****147.50**

5a. Capital Contributions as Shown
on Record
\$1,396,584.00

5b. Amount of Capital Contributions in
FLORIDA to date
1,396,584.00

6. FID Number
65-0559679

7. CERTIFICATE OF STATUS REQUIRED
Applied For
Not Applicable

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

FD - 8574.25
781.1037.611

9. Name and Address of Current Registered Agent

FILSON, THEODORE A
20185 OCELOT COURT
ESTERO FL 33928

10. If changed, new Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registered
Document Number

FILSON, THEODORE A
FILSON, CHANTAL

20185 OCELOT COURT
20185 OCELOT COURT

ESTERO FL 33928
ESTERO FL 33928

300001702263
-01/31/96--01021--023
******437.50 ****437.50**

KWM/cws

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b), in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, or owner or trustee, empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Typed or Printed Name of General Partner Signing Form

THEODORE A. FILSON

DATE **Dec 21, 1995**

Telephone Number **941-498-0092**

0008274

CR2E003 (6/95)