

A95000000423

PAPPAS METCALF & JENKS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

200 WEST FOURTH STREET • SUITE 1400
JACKSONVILLE, FLORIDA 32202-4327

THOMAS M. JENKS
ROBERT A. LEAPLEY, JR.
JOHN B. METCALF
FRANK E. MILLER
M. LYNN PAPPAS
SHARON H. PANKS
MARK A. REINSCH

TELEPHONE
(904) 353-1910
TELECOPY
(904) 353-5817

March 9, 1995

Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314-6327

600001429376
-03/14/95--01115--007
****105.00 ****105.00

Re: Our Reference Number 95.94130
VCP-SB Associates, Ltd.

Ladies, Gentlemen:

Enclosed is an original and one (1) copy of the Affidavit and Certificate of Limited Partnership for the above referenced matter. Also enclosed is our firm check in the amount of \$105.00 representing the filing fees of \$52.50 and the certified copy fee of \$52.50. Please file the Affidavit and Certificate as soon as possible and return the certified copy to me. Should you have any questions, please give me a call.

Very truly yours,

Frank E. Miller
Frank E. Miller

FEM;kbm
Enclosures

CC 3/17/95aw

FILED
1995 MAR 13 AM 10:24
TALLAHASSEE, FLORIDA

FF - \$52.50
RA - 35.00

Overpaid - \$17.50

A950000004123

**AFFIDAVIT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
VCP-SB ASSOCIATES, LTD.**

FILED
1995 MAR 13 AM 10:24
TALLAHASSEE, FLORIDA

The undersigned general partner files this Certificate of Limited Partnership of VCP-SB Associates, Ltd. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act") in order to form a Florida limited partnership.

1. **NAME.** The name of the limited partnership is VCP-SB Associates, Ltd.

2. **MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** VCP-SB, Inc., whose business address is 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257.

4. **NAME AND ADDRESS OF THE GENERAL PARTNERS OF THE PARTNERSHIP ARE AS FOLLOWS:**

NAME	ADDRESS
VCP-SB, Inc.	3030 Hartley Road, Suite 100 Jacksonville, Florida 32257

5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:** March 3, 1995, or when this Certificate is filed with the Secretary of State, if later.

6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2024.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNER:** The limited partner will make initial capital contributions for his partnership interest of One Thousand and no/100 Dollars (\$1,000.00) and it is anticipated that the limited partner will make additional capital contributions of up to Six Thousand and no/100 Dollars (\$6,000.00).

8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

8.1 The execution of this certificate by the general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true;

8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 1st day of March, 1995.

GENERAL PARTNER:

VCP-SB, INC., a Florida corporation

By: Mark T. Farrell
Mark T. Farrell, Vice-President

STATE OF FLORIDA }
 } SS
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 1st day of March, 1995, by Mark T. Farrell, as Vice-President of VCP-SB, Inc. a Florida corporation, on behalf of the corporation.



KRISTEN K. PACKARD
My Commission CC341883
Expires Jan. 13, 1998
Bonded by HIA
800-422-1555

Kristen K. Packard
(Print Name Kristen K. Packard)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____

Personally Known ☒
or Produced I.D. _____
[check one of the above]

Type of Identification Produced _____

FILED
MAR 13 AM 10:24
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.061 and 620.105, Florida Statutes, the following is submitted:

VCP-SB ASSOCIATES, LTD., desiring to organize under the laws of the State of Florida hereby designates VCP-SB, Inc. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257.

VCP-SB ASSOCIATES, LTD.

By: **VCP-SB, INC.,** a Florida corporation

By: Mark T. Farrell
Mark T. Farrell, Vice-President

Dated: March 1, 1995

Having been named to accept service of process for the above named limited partnership at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) relative to the keeping of said office and the proper and complete performance of its duties.

VCP-SB, INC., a Florida corporation

By: Mark T. Farrell
Mark T. Farrell, Vice-President

Dated: March 1, 1995

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

LIMITED PARTNERSHIP
ANNUAL REP
1996

A9500000423

FILED

95 DEC 12 PM 3: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(DO NOT WRITE IN THIS SPACE)

1. Name of Limited Partnership
DOCUMENT #
A95000000423

VCP-SB ASSOCIATES, LTD.

Mailing Address
3030 HARTLEY ROAD
SUITE 100
JACKSONVILLE FL 32257

Principal Office Address
3030 HARTLEY ROAD
SUITE 100
JACKSONVILLE FL 32257

2. New Mailing Address, If Applicable

State Apt # etc

City State Zip

2n. New Principal Office
12/21/95 01004--011
****191-25****191-25

State Apt # etc

City State & Zip

3. Date Formed or Registered in the State of Florida
03/13/1995

3n. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown on Record
\$8,000.00

5b. Amount of Capital Contributions in Florida to date
\$ 1,000.00

6. FID Number
59 - 3 304743

7. CERTIFICATE OF STATUS REQUIRED
Applied Fee
Not Applicable
\$0.75 Additional Fee required for a Certificate of Status

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

9. Name and Address of Current Registered Agent
VCP-SB, INC.
3030 HARTLEY ROAD
SUITE 100
JACKSONVILLE FL 32257

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
State 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 (If Registered Agent Accepting Appointment)

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. Registration/Document Number
VCP-SB, INC.	3030 HARTLEY ROAD, STE. 100	JACKSONVILLE FL 32257	P94000045076

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

12. I 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 general report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE *Mark T. Farrell* DATE 12/6/95
Typed or Printed Name of General Partner Signing Form Mark T. Farrell Telephone Number (904) 260-3030

A95000000423

PAPPAS METCALF & JENKS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

200 WEST FORSYTH STREET - SUITE 1400
JACKSONVILLE, FLORIDA 32202-4327

GARY B. DAVENPORT
THOMAS M. JENKS
ROBERT A. LEAPLEY, JR.
JOHN G. METCALF
FRANK E. MILLER
M. LYNN PAPPAS
SHARON M. PARKS
MARK A. REINSCH

TELEPHONE
19041 383-1810
TELECOPY
19041 383-5217

February 2, 1996

Secretary of State's Office
Division of Corporations
P.O. Box 5588
Tallahassee, Florida 32314

3000001707423
-02/06/96--01048--008
***1750.00 ***1750.00

Re: VCP-SB ASSOCIATES, LTD. - Supplemental Affidavit
of Capital Contributions

A95000000423

Dear Sir/Madam:

Enclosed please find the original Supplemental Affidavit of Capital Contributions for VCP-SB Associates, Ltd., a Florida limited partnership, which is to be filed with the Secretary of State's office. I have also enclosed a check in the amount of \$1,750.00 made payable to the Secretary of State as payment for the maximum filing fee for the capital contributions to the partnership. Your attention to this matter is greatly appreciated.

Should you have any questions or need any further information, please do not hesitate to contact me.

Sincerely,

Katy Vega

Katy Moffat Vega
Legal Assistant

\$1,750.00 - f.f.
CM

/km

Enclosures

cc: John G. Metcalf, Esq. (w/o enclosures)
John D. Rood (w/o enclosures)

FILED
96 FEB -8 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR VCP-SB ASSOCIATES, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

The undersigned, being the sole General Partner of VCP-SB Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), for purposes of complying with the provisions of Section 620.112, Florida Statutes, does hereby execute this Supplemental Affidavit and certifies as follows:

1. That the undersigned is the General Partner of the Limited Partnership.
2. The total amount of capital contributions of the Limited Partners is \$1,107,000.00.
3. Under penalties of perjury the undersigned hereby declare that each has read the foregoing and the facts are true to the best of their knowledge and belief.

FURTHER AFFIANT SAYETH NOT.

Dated: February 1, 1996

VCP-SB, INC.

By: _____

John D. Rood
Its President

FILED
96 FEB - 8 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT

OFFICE USE ONLY (Do not fill in)

UCC FILING SEARCH SERVICE, INC.

526 EAST MAIN AVENUE

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 881-0528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1 VCI B Associates, LLC (Corporation Name) 150230 (Document #)
- 2 _____ (Corporation Name) _____ (Document #)
- 3 _____ (Corporation Name) _____ (Document #)
- 4 _____ (Corporation Name) _____ (Document #)

- ☒ Walk In 150230
- ☐ Mail Out 150230
- ☐ Will Wait 150230
- ☐ N. BANK 150230
- ☐ Photocopy 150230
- ☐ BALANCE DUE 150230

- ☒ Certified Copy
- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ ARTICLES ONLY
- ☐ ALL CHARTER DOCS
- ☐ Certificate of FICTITIOUS NAME
- ☐ FICTITIOUS NAME SEARCH
- ☐ CORP SEARCH

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment
☐	Resignation of R A, Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Trade Reservation

REGISTRATION/QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
AND AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
VCP-SB ASSOCIATES, LTD.

The undersigned being the general partner of VCP-SB Associates, Ltd., a limited partnership organized under the laws of the State of Florida ("Limited Partnership") hereby files this Supplemental Affidavit of Capital Contributions And Amended and Restated Certificate of Limited Partnership of VCP-SB Associates, Ltd. with the Florida Secretary of State pursuant to the requirements of Sections 620.109, 620.112 and 620.114 of the Florida Revised Uniform Limited Partnership Act ("Act") in order to extend the latest date upon which the Limited Partnership is to be dissolved and to revise the amount of capital contributions of the limited partners. The undersigned hereby certifies the following:

1. NAME. The name of the Limited Partnership is VCP-SB Associates, Ltd.

2. MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS: 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257.

3. REGISTERED AGENT OF THE LIMITED PARTNERSHIP IS: VCP-SB, Inc., whose business address is 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257.

4. NAME AND ADDRESS OF THE GENERAL PARTNER OF THE LIMITED PARTNERSHIP IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
VCP-SB, Inc.	3030 Hartley Road, Suite 100 Jacksonville, Florida 32257

5. THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL REMAIN: March 13, 1995, the date when the initial Certificate of Limited Partnership of VCP-SB Associates, Ltd. was first filed with the Secretary of State.

6. THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE: December 31, 2041.

7. CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS: A Certificate of Limited Partnership of VCP-SB Associates, Ltd. was filed with the Secretary of State on March 13, 1995, showing the amount of capital contributions of the limited partner(s) to be up to Six Thousand and no/100 Dollars (\$6,000.00). The Certificate of Limited Partnership of VCP-SB Associates, Ltd.

was modified by that Supplemental Affidavit of Capital Contributions for VCP-SB Associates, Ltd., a Florida limited partnership, filed February 8, 1996, with the Secretary of State showing the total capital contributions of the limited partners to be One Million One Hundred Seven Thousand and no/100 Dollars (\$1,107,000.00). The total amount of capital contributions of the Limited Partners is now Five Million Ninety-seven Thousand Seven Hundred Eighty-two and no/100 Dollars (\$5,097,782.00) and the total amount of capital contributions of the Limited Partners may be increased up to Six Million and no/100 Dollars (\$6,000,000.00).

8. AFFIRMATION. The undersigned general partner hereby acknowledges that pursuant to the Act:

8.1 He is the Vice-President of VCP-SB, Inc., a Florida Corporation.

8.2 VCP-SB, Inc. is the sole general partner of VCP-SB the Limited Partnership.

8.3 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

8.4 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

8.5 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

8.4 Under penalties of perjury, I declare that I have read the foregoing and that the statements are, to the best of my knowledge, true and correct.

EXECUTED as of this 9th day of September, 1996.

GENERAL PARTNER:

VCP-SB, INC., a Florida corporation

By: Mark T. Farrell
Mark T. Farrell, Vice-President

RECEIVED
SEP 11 1996
PM 2:33

STATE OF FLORIDA)
)SS
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 17th day of September, 1995, by Mark T. Farrell, Vice-President of VCP-SB, Inc., a Florida corporation, on behalf of the corporation.

[Signature]
(Print Name _____)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____



MARY KAY MOFFAT
MY COMMISSION # CG 232314 EXPIRES
September 29, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Personally Known _____
or Produced I.D. _____
[check one of the above]

Type of Identification Produced

96 SEP 20 PM 2:32

SECRET
NOTARY PUBLIC
MARY KAY MOFFAT