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TALLAHASSEE, FL 32301

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DIVISION OF CORPORATIONS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 AUG -2 PM 1:16



ACCOUNT NO. : 072100000032

REFERENCE : 652595 6026A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 2, 1995

ORDER TIME : 10:16 AM

ORDER NO. : 652595

CUSTOMER NO: 6026A

CUSTOMER: Frank J. Yong, Esq
CONE PURCELL & FLANAGAN, P.A.
1 Enterprise Center
225 Water Street, Suite 1235
Jacksonville, FL 32202

G. TAX
FILING
R. AGENT FEE 1750.00
S. COPY 25.00
TOTAL 1775.00
N. BANK
BALANCE DUE
REFUND

DOMESTIC FILING

100001555481
-08/08/95--01093--025
***1837.50 ***1837.50

NAME: MYERS INVESTMENTS OF PONTE
VEDRA, LIMITED

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: BK

8/2/95

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

MYERS INVESTMENTS OF PONTE VEDRA, LIMITED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -2 PM 16

The undersigned general partner files this Certificate of Limited Partnership of **MYERS INVESTMENTS OF PONTE VEDRA, LIMITED** 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 **MYERS INVESTMENTS OF PONTE VEDRA, LIMITED.**

2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** Principal Place of Business: 225 Water Street, Suite 2175, Jacksonville, Florida 32202; Mailing Address: P.O. Box 299, Jacksonville, Florida 32201-0299.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** **LEAH B. GIEBEIG**, whose business address is 225 Water Street, Suite 2175, Jacksonville, Florida 32202.

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

NAME

ADDRESS

P95000048595
Myers Investments of Jacksonville, Inc.

P.O. Box 299
Jacksonville, Florida 32201-0299

5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:** when this Certificate is 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, 2045.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$680,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$1,500,000.

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

8.1 The execution of this certificate by the general partner 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 26th day of July, 1995.

MYERS INVESTMENTS OF
JACKSONVILLE, INC.,
General Partner

Jane B. Myers
JANE R. MYERS, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

MYERS INVESTMENTS OF PONTE VEDRA, LIMITED, desiring to organize or qualify under the laws of the State of Florida hereby designates **LEAH B. GIEBEIG** as registered agent to accept service of process within the State of Florida and the address of the registered office shall be 225 Water Street, Suite 2175, Jacksonville, Florida 32202.

DATED this 26th day of July, 1995.

MYERS INVESTMENTS OF
JACKSONVILLE, INC., General Partner

June R. Myers
JUNE R. MYERS, President

Having been named as registered agent 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 this 26th day of July, 1995.

Leah B. Giebeig
LEAH B. GIEBEIG

FILED
SECRETARY OF STATE
JULY 26 1995
AUG -2 PM 11:16
DIVISION OF CORPORATIONS

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$300 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northing
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN -3 AM 8:59

1. Name of Limited Partnership

1a. DOCUMENT #
A95000001168

MYERS INVESTMENTS OF PONTE VEDRA, LIMITED

Mailing Address

P.O. BOX 290
JACKSONVILLE FL 32201-0290

Principal Office Address

225 WATER STREET, SUITE 2175
JACKSONVILLE FL 32202

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA
08/02/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$2,100,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
681,000

6. FEI Number

59-3331380

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

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 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$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

GREENGL, LEAH B
225 WATER STREET, SUITE 2175
JACKSONVILLE FL 32202

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 620.192, 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 620.192, 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)

MYERS INVESTMENTS OF JACKSON

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

P.O. BOX 290

11b. City, State & Zip Code

JACKSONVILLE FL 32201

11c. Registration/
Document Number

P95000040005

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)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) 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 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

Leah B. Greengl

DATE

12-28-95

Typed or Printed Name of General Partner Signing Form

Leah B. Greengl

Secretary

Myers Investments of Jacksonville

(704) 354-2359

CR2E003 (6/95)