

MACFARLANE AUSLEY FERGUSON & McMULLIEN

A95000001394

111 MADISON STREET, SUITE 200
P.O. BOX 1931 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 873-4800 FAX (813) 873-4306

16041 224-9115 FAX 16041 222-7060

400 CLEVELAND STREET
P.O. BOX 1888 (ZIP 34617)
CLEARWATER, FLORIDA 34615
(813) 441-8988 FAX (813) 442-8470

September 19, 1995

IN REPLY REFER TO
Tallahassee

HAND DELIVERED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 19 PM 2:42

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Dear Sir or Madam:

Enclosed for filing are the original and one copy of Articles of Incorporation for LLW Building Corporation and Willis Timber Corporation. Also enclosed for filing are the Certificate of Limited Partnership and the Affidavit of Capital Contributions for The Willis Family Limited Partnership.

Once both corporations have been incorporated, as requested, and The Willis Family Partnership has been formed, as requested, please file the following additional documents: the Certificate of Limited Partnership and the Affidavit of Capital Contributions for The LLW Building Limited Partnership and for The Willis Timber Limited Partnership.

I am enclosing our check for \$140.00 to cover the filing fees for the two corporations, and our check for \$5,355.00 to cover the filing fees for the three limited partnerships. Please date stamp the copies of the Articles of Incorporation for the two corporations and the copies of the Certificate and Affidavit for the three partnerships. The stamped copies will be picked-up by our messenger once the original documents have been filed.

Sincerely,

TAX _____
FILING _____ 17.50
R. AGENT FEE _____ 35
C. COPY _____
TOTAL _____ 17.85
N. BANK _____
BALANCE DUE _____

Carla A. Green

Enclosures
cag\lrr\arts-wl.sos

9/19/95 BK

900001592039
-09/25/95--01007--013
***5355.00 ***1785.00

CERTIFICATE OF LIMITED PARTNERSHIP OF
The Willis Family Limited Partnership,
a Florida Limited Partnership

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Section 620.101 of Florida Statutes, hereby state the following:

1. The name of the Partnership is The Willis Family Limited Partnership (the "Partnership").

2. The mailing address of the Partnership is 1504 Hickory Avenue, Tallahassee, Florida 32303.

3. The name and address of the agent for service of process on the Partnership are Lee L. Willis, 227 South Calhoun Street, Tallahassee, Florida 32301.

4. The names and business addresses of the General Partners are Helen A. Willis, 1504 Hickory Avenue, Tallahassee, Florida 32303; Lee L. Willis, 411 Plantation Road, Tallahassee, Florida 32303; and Ben C. Willis, Jr., 2416 Winthrop Avenue, Tallahassee, Florida 32312.

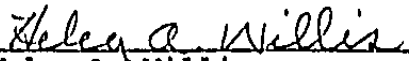
5. The latest date upon which the Partnership shall dissolve is December 31, 2025.

6. The effective date of this Certificate of Limited Partnership shall be upon filing.

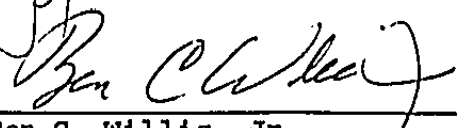
The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 19 PM 2:42

IN WITNESS WHEREOF, this Certificate of Limited Partnership
has been executed by all of the General Partners of The Willis
Family Limited Partnership on this 15th day of September, 1995.


Helen A. Willis
General Partner


Lee L. Willis
General Partner


Ben C. Willis, Jr.
General Partner

cng\doc\willisfp.314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 19 PM 2:42

STATE OF FLORIDA)
COUNTY OF LEON)

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
95 SEP 19 PM 2:42

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, Helen A. Willis, Lee L. Willis, and Ben C. Willis, Jr., as General Partners of The Willis Family Limited Partnership, a Florida limited partnership (the "Partnership"), Tallahassee, Florida, certify as follows:

1. The total amount of capital contributions to the Partnership made by the Initial Limited Partners is set forth on Exhibit A attached hereto.

2. No additional capital contributions are anticipated to be contributed by the Limited Partners to the Partnership.

FURTHER AFFIANTS SAITH NOT.

Under penalties of perjury we declare that we have read the foregoing and the facts alleged are true, to the best of our knowledge and belief.

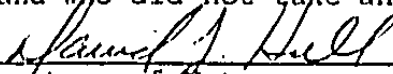
Helen A. Willis
Helen A. Willis,
General Partner

Lee L. Willis
Lee L. Willis,
General Partner

Ben C. Willis, Jr.
Ben C. Willis, Jr.,
General Partner

STATE OF FLORIDA
COUNTY OF LEON

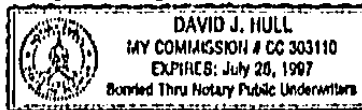
The foregoing instrument was acknowledged before me this 15th day of September, 1995, by Helen A. Willis, as General Partner, who is personally known to me ~~or has produced~~ _____
~~as identification~~ and who did not take an oath.



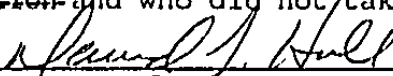
Signature of Notary

Notary Stamp/Seal:

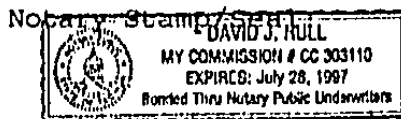
STATE OF FLORIDA
COUNTY OF LEON



The foregoing instrument was acknowledged before me this 15th day of September, 1995, by Lee L. Willis, as General Partner, who is personally known to me ~~or has produced~~ _____
~~as identification~~ and who did not take an oath.




Signature of Notary

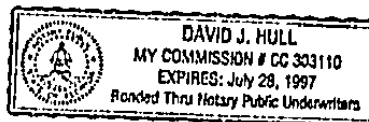


STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 15th day of September, 1995, by Ben C. Willis, Jr., as General Partner, who is personally known to me ~~or has produced~~ _____
~~as identification~~ and who did not take an oath.



Signature of Notary



cag\doc\willisfp.302

EXHIBIT A

Total Capital Contribution
by Limited Partners:

\$10,395,000

cag\doc\williwp.102

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2-4-95
SEP 19 PM 2:42

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tallahassee
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 MAR -4 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Partnership

1n. DOCUMENT #
A95000001394

THE WILLIS FAMILY LIMITED PARTNERSHIP

Mailing Address:

1504 HICKORY AVENUE
TALLAHASSEE FL 32303

Principal Office Address:

1504 HICKORY AVENUE
TALLAHASSEE FL 32303

If these addresses are subject to a change, please check the appropriate boxes and enter complete address in Block 1 and 2a.

3. Date Formed or Registered in
FLORIDA 09/19/1995

3n. Public Report
N/A

4. State of Incorporation
FL

5a. Capital Contributions as of
the end of the year
\$10,395,000.00

5b. Amount of Capital Contributions in
FLORIDA for the year
\$10,395,000.00

6. Identification
S93-34-4667

Approved For
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

CR 314

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 - \$130.75 (pursuant to section 602.103, F.S.)
THE AMOUNT DUE SHALL BE PAID BY DEPOSITING \$130.75 WITH THE ABOVE FILING FEE. TOTAL \$556.25 (\$427.50 + \$130.75)
Note: If the amount entered in 5b is greater than the amount entered in 5a, a supplemental filing fee 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

WILLIS, LEE L
227 SOUTH CALHOUN STREET
TALLAHASSEE FL 32301

10. If changed, new Registered Agent Office

Name

Street Address (P.O. Box Number is Not Acceptable)

4000001738794

State, Apt. # etc.

00106/96 - 01053-0005

City

***576.25 ***576.25

FL

10n. Pursuant to the provisions of sections 602.103 and 602.104, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, certifies this statement for the purpose of changing its registered agent or office in the State of Florida. Such change was authorized by its general partner(s). It hereby accepts the appointment of registered agent, firm, name, and address of the registered agent as set forth in section 602.103, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

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

11a. Address of Each General Partner
(If the partner is a corporation, the registered office)

11b. City, State & Zip Code

11c. Registration
Document Number

WILLIS, HELEN A

1504 HICKORY AVENUE

TALLAHASSEE FL 32303

WILLIS, LEE L

411 PLANTATION ROAD

TALLAHASSEE FL 32303

WILLIS, BEN C JR.

2416 WINTHROP AVE.

TALLAHASSEE FL 32312

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

12. I, the undersigned, being a partner in the above named limited partnership, do hereby certify that the information furnished herein is true and correct to the best of my knowledge and belief, and that I am a partner in the above named limited partnership.

SIGNATURE

Lee L. Willis

Telephone Number 904 425-5487

A95000001394

ANSLEY & MCMULLEN
ATTORNEYS AT LAW
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7560

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 SEP 25 AM 11:12

September 24, 1997

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

HAND DELIVERY

Re: The Willis Family Limited Partnership

800002305988--6
-09/29/97--01098--003
*****\$2.50 *****\$2.50

Dear Sir or Madam:

Enclosed for filing are a Certificate of Amendment to Certificate of Limited Partnership Agreement and the Annual Report for the above-referenced Partnership. Also enclosed is a copy of the Certificate of Amendment to be date stamped. Our check for \$52.50 is enclosed for the Certificate of Amendment's filing fee. A check for \$541.25 from the Partnership is enclosed for the annual report fee.

If you have any questions, please call.

Sincerely,

David J. Hull

David J. Hull

TAX _____
FILING _____
URGENT FEE _____
FEE _____
FEE _____
FEE _____
FEE _____
FEE _____
FEE _____
FEE _____

/cv

Enclosures

djh:ltr:part.sos

BK
9/25/97

RECEIVED
91 SEP 25 AM 8:52
DIVISION OF CORPORATIONS

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP AGREEMENT
for
THE WILLIS FAMILY LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 SEP 25 AM 11:12

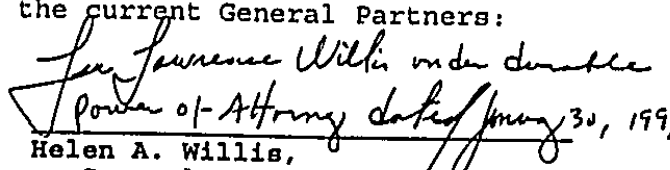
Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose Certificate was filed with the Florida Department of State on September 19, 1995, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

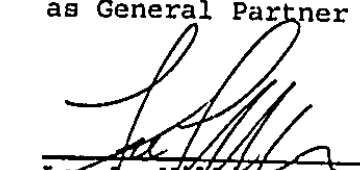
FIRST: Helen A. Willis is withdrawn as a General Partner of The Willis Family Limited Partnership. Paragraph 4 of the Certificate of Limited Partnership is amended to read as follows:

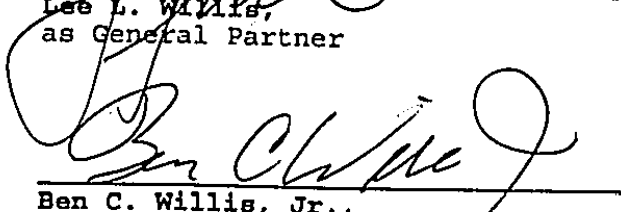
4. The names and business addresses of the General Partners are Lee L. Willis, 411 Plantation Road, Tallahassee, Florida 32303; and Ben C. Willis, Jr., 2416 Winthrop Avenue, Tallahassee, Florida 32312.

SECOND: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of the current General Partners:


Helen A. Willis,
as General Partner


Lee L. Willis,
as General Partner

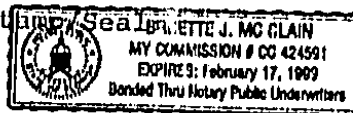

Ben C. Willis, Jr.,
as General Partner

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 23rd day of September, 1997, by Lee Lawrence Willis, as attorney-in-fact, under a Durable Power of Attorney, dated January 30, 1991, for Helen A. Willis, as General Partner and as Limited Partner, who is personally known to me and who did not take an oath.

Bruette J. McClain
Signature of Notary

Notary Stamp/Seal



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 AM 11:12

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 23rd day of September, 1997, by Lee L. Willis, as General Partner, who is personally known to me or has produced _____ as identification and who did not take an oath.

Bruette J. McClain
Signature of Notary

Notary Stamp/Seal



STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 24th day of September, 1997, by Ben C. Willis, Jr., as General Partner, who is personally known to me or has produced _____ as identification and who did not take an oath.

Bruette J. McClain
Signature of Notary

Notary Stamp/Seal



djh\fmly-1td\willis\amend-2.fam