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11-2529-7 PONDER'S INC., THOMASVILLE, GA.

### LAW OFFICES HONIGMAN MILLER SCHWARTZ AND COHN

A PANTHERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

390 NORTH GRANGE AVENUE SUITE 1300

POST OFFICE BOX 2471 ORLANDO, FLORIDA 32802-2471

> TELEPHONE (407) 648 0300 TELECOPIER (407) 648 1155

October 10, 1995

WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

VIA: HAND DELIVERY

Secretary of State Post Office Box 6327 Tallahassee, FL 32304

Re: Arrowhead Associates, Ltd.

Dear Sir:

SHELLEY K. GRAHAM

Legal Assistant

Enclosed please find the following documents to be filed with the secretary of State's Office upon your receipt of this package:

Certificate of Limited Partnership of Arrowhead Associates, Ltd.; and Affidavit of Capital Contributions.

A check in the amount of \$1,846.25 is also enclosed to cover the following:

Filing Fee (maximum)	\$1,750.00
Registered Agent Designation	35.00
Certified Copy	52.50
Certificate of Status	<u> </u>

TOTAL \$1.846.25

Thank you for your assistance.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN

Shelley K Incham

Shelley K. Graham Legal Assistant

SKG/wyd Enclosures ORLANDO/53421 I

## CERTIFICATE OF LIMITED PARTNERSHIP OF ARROWHEAD ASSOCIATES, LTD.

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

Arrowhead Associates, Ltd. (the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located at:

600 South Orange Avenue Suite 202 Maitland, Florida 32751

3. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

Jean Pierre Cuenant 600 South Orange Avenue Suite 202 Maitland, Florida 32751

4. Name and Address of the General Partner. The name and address of the sole General Partner of the Partnership are:

JPC Development Corporation 600 South Orange Avenue 599 213 Suite 200 Maitland, Florida 32751

5. Mailing Address of the Partnership. The mailing address of the Partnership is:

600 South Orange Avenue Suite 200 Maitland, Florida 32751

6. <u>Effective Date of Limited Partnership</u>. The effective date of the Partnership shall be the date it is filed with the Secretary of State of Florida.

ORLANDO/53139 I 37359/50860 7. <u>Dissolution of the Partnership</u>. The latest date upon which the Partnership is to dissolve is December 31, 2002.

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

IN WITNESS WHEREOF the undersigned has executed this Certificate of Limited Partnership this 1040 day of October, 1995.

JPC DEVELOPMENT CORPORATION a Florida corporation, sole General Partner

#### ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF PARTNERSHIP DUTIES.

Dated this 10th day of October, 1995.

Joan Dierre Chenant

#### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA COUNTY OF ORANGE

President of JPC Development Corporation, a Florida corporation, the sole general partner of Arrowhead Associates, Ltd., a Florida limited partnership (the "Partnership"), whose but address is 600 S. Orange Avenue, Suite 202, Maitland, Florida 32751, who, upon being sworn, certified on behalf of the Partnership the following:

- 1. The amount of capital contributions to the Partnership made by the limited partners is \$1,130,000.00.
- 2. The amount of anticipated to be contributed by the limited partners is \$-0-.

FURTHER AFFIANT SAYETH NOT.

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

Dated: October \( \scalegor), 1995.

Sole General Partner:

JPC DEVELOPMENT CORPORATION

a Florida corporation

Jean Pierre Cuenant, President

Sworn to and subscribed before me this \( \frac{\lambda h}{\lambda} \) day of October, 1995, by Jean Pierre Cuenant, as President of JPC Development Corporation, a Florida corporation, on behalf of the corporation. He is personally known or has produced as identification.

**NOTARY PUBLIC:** 

Sign: Shelley Kornam

State of Florida at Large

My Commission Expires:\_

Serial Number, if any:\_

SHELLEY K. GRAHAM
MY COMMISSION # CC 974114
EXPIRES: June 19, 1996
Bonded Thru Notary Public Underwriters

(NOTARY SEAL)

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LORIDA DEPARTMENT OF STATE Sandra Morinam

Secretary of State

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11. Name(s) of General Partner(s)		11a. (Do NOT I	ss of Each General Use Post Office Bo	Partner Numbers) 11b	, Ca	y. State & Zip Cod	0	11c.	Registratio Document No	nl mber
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SIGNATURE	humand	DATE
JEAN PIER	RE CUENANT, President of	JPC Development Corporation
Typed or Printed Name of General Partner Signi	ing Form	Telephone Number (407) -644-6319