

1204 HAYS STREET
TALLAHASSEE, FL 32301
904-224-4000
A9500002086



ACCOUNT NO. : 072109000032
REFERENCE : 785406 00349A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

000001674930
-01/02/96--01036--005
***1750.00 ***1750.00
000001674930
-01/02/96--01036--006
*****87.50 *****87.50

ORDER DATE : December 28, 1995

ORDER TIME : 9:18 AM

ORDER NO. : 785406

CUSTOMER NO: 00349A

CUSTOMER: James L. Turner, Esq
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
1550 Ringling Blvd.
Sarasota, FL 34236

FILED
95 DEC 28 PM 4: 21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: CWMV, LTD.

A9500002086

~~A95000025090~~

RECEIVED
95 DEC 28 AM 11: 08
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

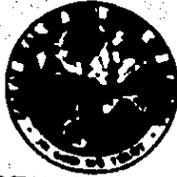
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

12/29/95

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 28, 1995

KELLY COURTNEY
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: CWMV, LTD.
Ref. Number: W95000025090

Resubmit

We need today
as the file date.

We have received your document for CWMV, LTD. and your check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are returning your check for \$1750.00 to be replaced by one in the correct amount of \$1837.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 795A00055597

DIVISION OF CORPORATIONS

95 DEC 28 PM 4:12

RECEIVED

A95000002086

FILED
95 DEC 28 PM 4:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CWMV, LTD.,
A FLORIDA LIMITED PARTNERSHIP

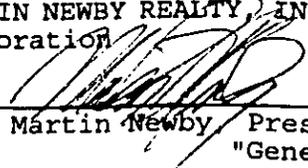
The undersigned General Partner desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is "CWMV, Ltd."
2. The address of the office of the limited partnership is 3801 Bee Ridge Road, Suite 12, Sarasota, Florida 34233.
3. The name and address of the agent for service of process on the limited partnership is Mr. Martin Newby, President, Martin Newby Realty, Inc., a Florida corporation, at 3801 Bee Ridge Road, Suite 12, Sarasota, Florida 34233.
4. The name and business address of the General Partner is:

Martin Newby Realty, Inc.
3801 Bee Ridge Road, Suite 12
Sarasota, Florida 34233
5. The mailing address of the limited partnership is 3801 Bee Ridge Road, Suite 12, Sarasota, Florida 34233.
6. The latest date upon which the limited partnership shall dissolve is December 31, 2065.

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

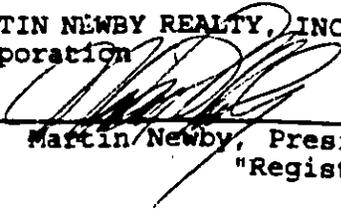
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of CWMV, Ltd., this the 22nd day of December 1995.

MARTIN NEWBY REALTY, INC., a Florida corporation
By: 
Martin Newby, President
"General Partner"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CWMV, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MARTIN NEWBY REALTY, INC., a Florida corporation

By: 
Martin Newby, President
"Registered Agent"

JLT/dcp-143651

95 DEC 28 PM 4:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
95 DEC 28 PM 11:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Martin Newby, President of Martin Newby Realty, Inc., a Florida corporation, which is the General Partner of CWMV, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership by the Limited Partners is \$ 2,180,671.00.
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$-0--.

FURTHER AFFIANT SAYETH NAUGHT.

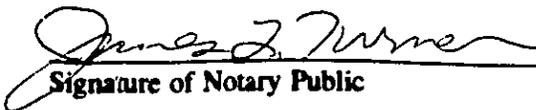
Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.



Martin Newby

SWORN TO AND SUBSCRIBED before me this 27th day of December, 1995 by Martin Newby, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)

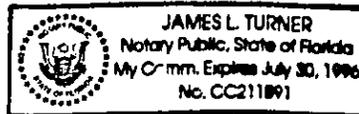


Signature of Notary Public
JAMES L. TURNER

Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____.

JLT/dcp-143656



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

**LIMITED PARTNERSHIP
ANNUAL REPORT
1996**



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

FILED

96 JAN 22 PM 1:20

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

1. Name of Limited Partnership

1a. **DOCUMENT #**
A95000002086

CMV, Ltd.
3801 Bee Ridge Road, Suite 12
Sarasota, Florida 34233

Mailing Address Principal Office Address
3801 Bee Ridge Rd., Ste 12 3801 Bee Ridge Rd., Ste 12
Sarasota, FL 34233 Sarasota, FL 34233

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

3. Date Form Registered to Do Business in Florida 12-28-95
3a. Date of Last Report n/a
4. State or Country of Formation Florida

5a. Capital Contributions as Shown on Return \$1,180,671.00

5b. Amount of Capital Contributions in Florida to Date \$1,180,671.00

6. FEI Number

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
Mr. Martin Newby, President
Martin Newby Realty, Inc., a Florida Corporation
3801 Bee Ridge Rd., Ste 12
Sarasota, FL 34233

10. If changed, new Registered Agent/Office
Name
Mailing Address (P.O. Box Number is Not Acceptable)
Suite Apt # etc
City State & Zip Code
FL

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
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

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
Martin Newby Realty, Inc.	3801 Bee Ridge Rd., Suite 12	Sarasota, FL 34233	479323

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 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 609, Florida Statutes.

SIGNATURE

Martin Newby

DATE

Typed or Printed Name of General Partner Signing Form

Martin Newby Realty, Inc.

Telephone Number

BY: Martin Newby, President

CR2E003 (2-95)