

A96000000074
AMARI THURME & EISENMENGER, P.A.
Attorneys and Counselors At Law

SHAREHOLDERS:

Richard S. Amari
James S. Theriac, III
Gregory W. Eisenmenger
Mitchell S. Goldman
Kohn Bennett
Bradly Roger Bettin, Sr.
David M. Presnick
Robert R. Berry
Mark S. Peters

Anthony A. Gargano
Carla Nesley Freitag*

* (Admitted in TX & GA only)

Reply To: Cocoa

Mariner Square
Suite 302
96 Willard Street
Cocoa, Florida 32922-7998
Telephone (407) 639-1320
Fax (407) 639-6690

Imperial Plaza
Suite 400
6767 N. Wickham Road
Melbourne, Florida 32940
Telephone (407) 259-6611
Fax (407) 259-6624

January 5, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300001682083
-01/09/96--01015--002
*****140.00 *****140.00

Re: Sheldon Cove, LTD.

Dear Sir or Madam:

Enclosed for filing is the original and copy of the proposed Certificate of Limited Partnership for the above named limited partnership, Affidavit, Certificate of Acceptance of Registered Agent, and our check in the amount of \$140.00 to cover the following:

| | |
|--|----------|
| Filing Fee | \$ 52.50 |
| Certified copy of Certificate of Limited Partnership | 52.50 |
| Registered Agent Designation | 35.00 |

Once these documents have been filed, please return a certified copy to me at the above address.

If you have any questions concerning the foregoing, please do not hesitate to contact me.

Sincerely,

David M. Presnick
David M. Presnick

Enclosures

cc: William R. Mays

FILED
96 JAN 10 10 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
JAN -8 AM 10:10
CM

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHELDON COVE, LTD.**

FILED
96 JUN -8 AM 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership in accordance with the Florida Revised Uniform Limited Partnership Act (1986) and being duly sworn do certify as follows:

1. The name of the Partnership is **SHELDON COVE, LTD.**
2. The principal place of business of the Partnership is located at 399 Challenger Road, Cape Canaveral, Florida 32920. The name of the registered agent of the Partnership at such address is William R. Mays.
3. The names and addresses of the general partners are as follows:

William R. Mays, Trustee
399 Challenger Road
Cape Canaveral, Florida 32920

Berchet E. Mays, Trustee
399 Challenger Road
Cape Canaveral, Florida 32920
4. The mailing address of the Partnership is 399 Challenger Road, Cape Canaveral, Florida 32920.
5. The Partnership's existence shall begin upon the issuance of a Certificate of Authority to do Business by the State of Florida and shall continue until 12:00 o'clock noon on December 31, 2025, unless sooner terminated pursuant to the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned executed this Certificate as the General

Partners this 5th day of January, 1996.

Witnesses:

David M. Presnick

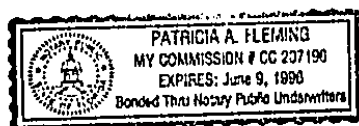
Mary E. [Signature]

David M. Presnick

Mary E. [Signature]

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 5th day of January, 1996, by **WILLIAM R. MAYS** and **BERCHET E. MAYS**, who are personally known to me to be the co-trustees of both the **WILLIAM R. MAYS TRUST DATED OCTOBER 20, 1995** and the **BERCHET E. MAYS TRUST DATED OCTOBER 20, 1995**, the General Partners of **SHELDON COVE, LTD.**, who have produced sufficient identification, and who did take an oath.



"GENERAL PARTNERS"

Berchet E. Mays

BERCHET E. MAYS, as a Co-Trustee of the **WILLIAM R. MAYS TRUST DATED OCTOBER 20, 1995** and as a Co-Trustee of the **BERCHET E. MAYS TRUST DATED OCTOBER 20, 1995**.

William R. Mays

WILLIAM R. MAYS, as a Co-Trustee of the **WILLIAM R. MAYS TRUST DATED OCTOBER 20, 1995** and as a Co-Trustee of the **BERCHET E. MAYS TRUST DATED OCTOBER 20, 1995**.

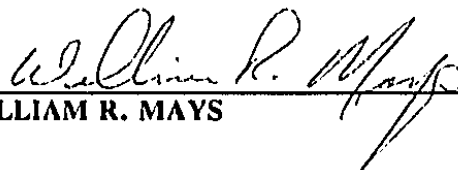
[Signature]
NOTARY PUBLIC

FILED
96 JAN 8 AM
SECRETARY OF
TALLAHASSEE, FL

CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS FOR
SHELDON COVE, LTD.

FILED
96 JAN -8 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.061, Florida Statutes, I hereby accept the foregoing designation
as registered agent of SHELDON COVE, LTD. for service of process within the State of
Florida at 399 Challenger Road, Cape Canaveral, Florida 32920.


WILLIAM R. MAYS

AFFIDAVIT

The undersigned, being a General Partner of SHELDON COVE, LTD., a Florida limited partnership, hereby certifies that the limited partners of the Partnership will be contributing certain property to the Partnership, the value of which is 7,500.00. A total of \$7,500.00 is anticipated.

William R. Mays
WILLIAM R. MAYS, Trustee

Berchet E. Mays
BERCHET E. MAYS, Trustee

Sworn to and subscribed before
me this 5th day of January,
1996.

Patricia A. Fleming
NOTARY PUBLIC

