

BROOK AND CASSEL
ATTORNEYS AT LAW

MURRAY D. BRINK, P.A.
MISSE BRINK, P.A.
JEFFREY A. BRUTCH, P.A.
PATRICIA L. BRUNOW, P.A.
C. KEN BRUNOW, P.A.
ROBERT D. GATTUN, P.A.
RICHARD B. McPARLAND, P.A.
C. DAVID BRUNOW, II, P.A.
P. VERNON BRUNOW
MARVIN E. CASSEL, P.A.
JAMES E. CASSEL, P.A.
CLIFFORD I. HERTZ, P.A.
ARVIN I. JAFFE, P.A.
M. STEPHEN TURNER, P.A.
RALPH C. DATTILLO, P.A.
DOUGLAS L. MANNINGHAM, P.A.
MARTIN E. PERK, P.A.
MICHAEL A. DRUM, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. RALPH
CHARLES E. STRATTON, P.A.
JAMES E. SLATER, P.A.
WILLIAM C. PHILLIPS, P.A.

ALAN E. LIEBERMAN, P.A.
GABRIEL L. IMPERATO, P.A.
DAVID E. MILLER, P.A.
ROBERT T. BOWEN, P.A.
ANDREW CUTLER, P.A.
BILLY OVERSTREET JOHNSON, P.A.
BARTAL M. ALLIQUOLI, P.A.
JAMES J. WYNNER, P.A.
JEFFREY F. GORDON
ANDREW D. THOMAS, P.A.
MADE D. TAYLOR
THOMAS C. TAYLOR, P.A.
PETER M. CARIELLO, P.A.
JACK B. ELLIOTT, P.A.
ALAN H. ARONSON, P.A.
VICTORIA BARNEY JOHNSON, P.A.
JOHN I. ROYAL, P.A.
JOHN A. SANTOS, JR., P.A.
DONNA E. BLAUSTEIN
JAY ADAMS
DAVID LAMBERT BOWLING
STEVEN ELLISON
AMY E. McLOMME

PAUL AJELLO
EDWARD H. JOHNSON
KATHLEEN L. JOHNSON
RONALD M. GACHS
RICHARD M. MILLER
LEONOR KTELLER
JEFFREY F. BUTTS
BARBARA DE CASTILLO
MICHAEL E. EICHNER
ANNE NOVICE DEANAN
ROY E. ROBERT
MICHAEL P. HANSEN
MICHAEL P. BONNETT
ANDREW L. MONTUORI
C. CHRISTOPHER BILLEN
CARA LAM MACDONALD
RICHARD M. BENKUN
GARY E. LINDMAN
DAVID J. POWERS
JONATHAN I. BILLES
ANDREW A. BIRCH
KATHERINE CAPTOR
JAY P. BROCK

ROBERT ALPERT, JR.
JILL A. BARON
ROBERT P. MALLITT
KEITH P. WHITE
DENISE A. BIRCH
ERIC J. MATTHEWSON
TAMARA CARMICHAEL
SCOTT PATRICK O'BRIEN
PETER M. BERNHART
MELISSA J. PERLIN
LINDA ANN MURKIN
LINDA C. PRATER
STEVE WAMBERLIN
MARIA C. MONTENEGRO
MICHAEL MARTIN
STEVEN MICHAEL STARR
T. ERVIN TAYLOR
LUTHER J. PERLIN
HOWARD M. HUOHIS
CARL E. BOWEN
JENNIFER STWARD
JOHN J. BARR

SUITE 1100
390 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
PO Box 4961 (32802-4961)
(407) 839-4200
FAX (407) 425-8377

OF COUNSEL
WINFORD BRAD
ALVIN CAMBL
NORMAN BRAD, P.A.
J. BURTON BRAD, JR.
WILLIAM M. ROWLAND, JR., P.A.
WANDA L. BROWN
ALAN M. ORIELLO
HOWARD M. RUDOLPH
KRYSTIE ROBLMAN
LOUIS E. QUINN, JR.
JOHN H. PERINE D
WILLIAM P. BURNS

December 18, 1995

Florida Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

RE: Ferrara Family, Ltd.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of a proposed Certificate of Limited Partnership for Ferrara Family, Ltd., together with our firm's check in the amount of \$1,837.50, representing the filing fee for said certificate. Please return a certified filed copy of the enclosed to the undersigned at your earliest convenience.

Sincerely,

Helen Brock Ford
Helen Brock Ford
Paralegal

/hbf
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

January 4, 1996

HELEN BROCK FORD, PARALEGAL
BROAD AND CASSEL
POST OFFICE BOX 4961
ORLANDO, FL 32802-4961

SUBJECT: FERRARA FAMILY, LTD.
Ref. Number: W96000000282

We have received your document for FERRARA FAMILY, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

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: 796A00000503

BROAD AND CASSEL

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P. VERNON BENNETT
MARVIN S. CAMEL, P.A.
JAMES S. CAMEL, P.A.
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JEFFREY S. GUILIAN
ANDREW S. THOMAS, P.A.
MARK D. TUCKER
THOMAS C. TAYLOR, P.A.
PETER M. CARILLO, P.A.
JACK B. ELIJOTT, P.A.
ALAN J. BORDEN, P.A.
VIRGINIA S. BERT JOHNSON, P.A.
JOHN I. RUMER, P.A.
JOHN A. BANTON, JR., P.A.
MINA S. DUDSON, P.A.
STEVEN MILLER
ALY S. SCHLOMER, P.A.
DOROTHY H. JOHNSON, P.A.
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LINDA C. PRADDER
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MARIA C. MONTENEGRO
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OF COUNSEL
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I. BURTON SPEAKER
WILLIAM M. ROWLAND, JR., P.A.
WANDA L. BROWN
ALAN M. UERLACH
HOWARD M. RUDOLPH
KENNETH BERLMAN
JOHN H. PERIER II
WILLIAM P. BURNS

January 9, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Ferrara Family, Ltd.

Dear Sir/Madam:

Enclosed pursuant to your letter dated January 4, 1996, a copy of which is enclosed, please find an original and one (1) copy of the proposed Certificate of Limited Partnership of Ferrara Family, Ltd. Once the enclosed has been filed, please return a certified filed copy to the undersigned at your earliest convenience.

Sincerely,


Helen Brock Ford
Paralegal

/hbf
Enclosures

A96000000087

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FERRARA FAMILY, LTD.

FILED
65 JAN 11 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting all of the general partners of FERRARA FAMILY, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be FERRARA FAMILY, LTD.
2. The address of the office where records shall be kept shall be 5582 Brookline Drive, Orlando, Florida 32819. The name and address of the registered agent for service of process is Louis F. Ferrara, 5582 Brookline Drive, Orlando, Florida 32819.
3. The names and business addresses of the general partners are:

Louis F. Ferrara, Trustee
5582 Brookline Drive
Orlando, Florida 32819

Madeline Ferrara, Trustee
5582 Brookline Drive
Orlando, Florida 32819
4. The mailing address of the limited partnership is 5582 Brookline Drive, Orlando, Florida 32819.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2025.

This Certificate has been executed by the undersigned this 15th day of December, 1995.

GENERAL PARTNERS:

Louis F. Ferrara

Louis F. Ferrara, Trustee of the Louis F. Ferrara Trust Agreement dated June 5, 1991, as amended and restated on December 15, 1995

Madeline Ferrara

Madeline Ferrara, Trustee of the Madeline Ferrara Trust Agreement dated June 5, 1991, as amended and restated on December 15, 1995

FILED
96 JAN 11 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for FERRARA FAMILY, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that he is familiar with his statutory obligations as such.


Louis F. Ferrara

Dated this 15th day of December, 1995.

95 JAN 11 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

FILED
96 JAN 11 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being all of the general partners of FERRARA FAMILY, LTD., and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of FERRARA FAMILY, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes:

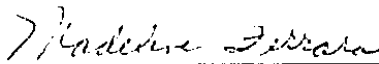
The amount of the capital contributions of the limited partners as of the date hereof is described on the attached Exhibit "A." There are no additional capital contributions anticipated to be made by the limited partners at this time.

This Affidavit is executed and sworn to by:

General Partners:



Louis F. Ferrara, Trustee of the Louis F. Ferrara Trust Agreement dated June 5, 1991, as amended and restated December 15, 1995



Madeline Ferrara, Trustee of the Madeline Ferrara Trust Agreement dated June 5, 1991, as amended and restated December 15, 1995

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of December, 1995, by Louis F. Ferrara, as Trustee of the Louis F. Ferrara Trust Agreement, General Partner, and who is personally known to me.



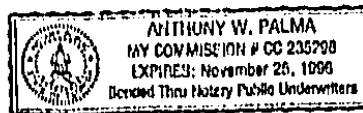
Notary Public

My Commission Expires:

Print, type or stamp name of notary

STATE OF FLORIDA

COUNTY OF ORANGE



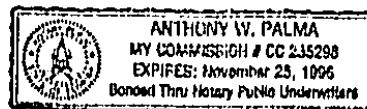
The foregoing instrument was acknowledged before me this 15th day of December, 1995, by Madeline Ferrara, as Trustee of the Madeline Ferrara Trust Agreement, General Partner, and who is personally known to me.



Notary Public

My Commission Expires:

Print, type or stamp name of notary



96 JAN 11 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXHIBIT "A"

Real property located in Avery County, North Carolina valued at \$480,000.00.

FILED
96 JAN 11 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA