

A96000000170

CORPORATE ACCESS, INC.
 1116-D THOMASVILLE RD
 TALLAHASSEE, FL 32303
 (904) 222-2666

Address _____
 City/State/Zip _____ Phone # _____

500001698505
 -01/26/96--01005--002
 ****140.00 ****140.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MMLW, L.P. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 1/25/96 10:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Name 1/25/96

OTHER FILINGS	
<input type="checkbox"/>	Annual Report DEC
<input type="checkbox"/>	Fictitious Name DEC
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. TAX _____
 FEE 87.50
 R. FEE _____
 C. 53.50
 H. F. A. _____
 F. V. A. J. O. E. _____
 REFUND _____

TC
\$990.00

A96000000170

Examiner's Initials	
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RECEIVED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 JAN 25 AM 10:46
 95 JAN 25 AM 10:12
 DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MMLW, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, desiring to form a limited partnership hereby state the following:

1. The name of the Partnership is MMLW, LTD.
2. The character of the business to be conducted by the Partnership is to engage in the business of investing in real estate in the United States of America and for any other lawful business activity.
3. The location and mailing address of the principal place of business of the Partnership is 250 South Park Avenue, Suite 600, Winter Park, Florida 32789.
4. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed, and shall continue until the close of business on December 31, 2050, unless sooner terminated by unanimous consent of the General Partner and Limited Partners or pursuant to the terms and conditions of any Limited Partnership Agreement then in effect.
5. The name, place of business, units and percentage of shares of the sole General Partner is:

	<u>Units</u>	<u>Percentage Owned</u>
99600000 4320 MMLW Properties, Inc. 250 South Park Avenue, Suite 600 Winter Park, FL 32789	1	1.0%

6. The name, place of business, number of units and percentage interests of the Limited

Partners are:

	<u>Units</u>	<u>Percentage Owned</u>
G. Brock Magruder, Sr. 116 W. Sturtevant Street Orlando, FL 32806	24.75	24.75%
G. Brock Magruder, Jr. 116 W. Sturtevant Street Orlando, FL 32806	24.75	24.75%
John Lehr 116 W. Sturtevant Street Orlando, FL 32806	24.75	24.75%
Thomas R. Watley, Jr. 250 S. Park Avenue, Suite 600 Winter Park, FL 32789	24.75	24.75%

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 JAN 25 AM 10:46

7. The General Partner shall be required to make an initial capital contribution of cash in the total amount of \$10.00.

8. The Limited Partners shall be required to make an initial total capital contribution of cash in the total amount of \$990.00.

9. The Limited Partners shall be required to make additional capital contributions upon call by the General Partner. If any Limited Partner does not contribute his prorata share of the additional capital contribution (the "Defaulting Partner"), then the other Limited Partners shall on a prorata basis either pay in the amount necessary for the Defaulting Partner, treating said payment as an interest-bearing loan, or dilute the ownership of the Defaulting Partner, taking into account prior contributions and the additional contribution.

10. The Limited Partners shall not be entitled to the return of their capital contributions except by virtue of distributions pursuant to the Partnership Agreement or upon dissolution of the Partnership.

11. The allocation of the profits, loss or other compensation by way of income which the Limited Partners shall receive by reason of their capital contributions is a total of ninety-nine percent (99%) in accordance with Paragraph 6 above. Distributable cash shall be distributed to the Partners in accordance with their percentage interests set forth above.

12. Each Limited Partner shall have the right to transfer his partnership interest and substitute an assignee of his Partnership interest as a contributor in his place only with the written consent of the General Partner and all of the other Limited Partners, and upon the following terms and conditions: executing an instrument of assignment and filing same with the General Partner, obtaining the unanimous consent of all the Limited Partners, executing any additional instruments the General Partner deems necessary and paying to the Partnership all costs involved in making any necessary amendment to this Certificate or any Partnership Agreement then in effect.

13. The General Partner has the right, with the unanimous consent of the Limited Partners, to admit additional Limited Partners.

14. Upon adjudication of bankruptcy or filing of a petition under the Federal Bankruptcy Act, withdrawal or removal of the General Partner, or the death or adjudication of incompetency of the General Partner, the Partnership will be dissolved unless within sixty (60) days after such event the Limited Partners elect to continue the business of the Partnership and unanimously select a substitute General Partner who agrees in writing to accept such selection.

15. No right is given to the Limited Partners to demand and receive property other than cash in return for their contributions. However, upon dissolution there may be distributed partnership property in kind.

IN WITNESS WHEREOF, we have hereunto set our hands this 24 day of January, 1996, effective as of the 25 day of January, 1996.

MMLW PROPERTIES, INC.,
a Florida corporation, as General Partner

By: _____

G. Brock Magruder, Sr., President

"Limited Partners"

G. Brock Magruder, Sr.

G. Brock Magruder, Jr.

John Lehr
JOHN LEHR

Thomas R. Watley, Jr.
THOMAS R. WATLEY, JR.

96 JAN 25 AM 10:46

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DIVISION OF CORPORATIONS


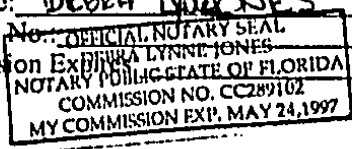
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of January, 1996, by G. Brock Magruder, Jr. as President of MMLW Properties, Inc., a Florida corporation, on behalf of the corporation.

☒ Personally known to me.

☐ Produced identification:

Type: _____


Notary Public, State of Florida
Printed name: DEBRA LYNN JONES
Commission No.: _____
My Commission Expires _____



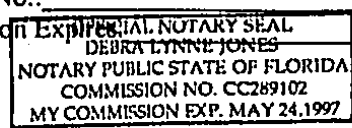
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of January, 1996, by G. Brock Magruder, Sr.

☒ Personally known to me.

☐ Produced identification:

Type: _____


Notary Public, State of Florida
Printed name: DEBRA LYNN JONES
Commission No.: _____
My Commission Expires _____



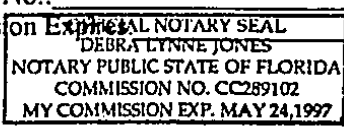
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of January, 1996, by G. Brock Magruder, Jr.

☒ Personally known to me.

☐ Produced identification:

Type: _____


Notary Public, State of Florida
Printed name: DEBRA LYNN JONES
Commission No.: _____
My Commission Expires _____


STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of January, 1996, by John Lehr.

- ☒ Personally known to me.
☐ Produced identification:

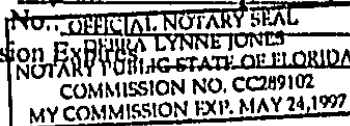
Type: _____


Notary Public, State of Florida

Printed name: DEBRA LYNNE JONES

Commission No. _____

My Commission Expires _____

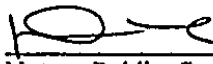


STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of January, 1996, by Thomas R. Watley, Jr.

- ☒ Personally known to me.
☐ Produced identification:

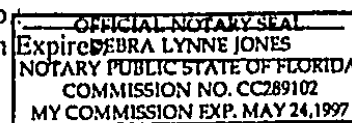
Type: _____


Notary Public, State of Florida

Printed name: DEBRA LYNNE JONES

Commission No. _____

My Commission Expires _____



**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION
OF MMLW, LTD.**

In compliance with Section 620.105, Florida Statutes, the following is submitted:

First, that MMLW, Ltd., with its place of business at 250 South Park Avenue, Suite 600, Winter Park, Florida 32789, has named its General Partner, MMLW Properties, Inc., c/o Kathryn L. Sweers, Esquire, 250 South Park Avenue, Suite 600, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

MMLW, LTD.

a Florida limited partnership

By: _____

General Partner

Date: _____

1/24/96

96 JAN 25 AM 10:45

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Having been named to accept Service of Process for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

MMLW PROPERTIES, INC.,

a Florida corporation

By: _____

President

Date: _____

1/24/96

**AFFIDAVIT FOR CERTIFICATE OF
LIMITED PARTNERSHIP OF MMLW, LTD.**

**STATE OF FLORIDA
COUNTY OF ORANGE**

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared G. Brock Magruder, as President of MMLW Properties, Inc., the General Partner of MMLW, Ltd., ("Affiant"), who being first duly sworn, deposes and says:

1. That the total contributed by the General Partner to MMLW, Ltd. is as follows:

<u>General Partner</u>	<u>Amount</u>
MMLW Properties, Inc.	\$10.00

2. That the anticipated total capital contribution by the Limited Partners to MMLW, Ltd. is as follows:

<u>Limited Partner</u>	<u>Amount</u>
G. Brock Magruder, Sr.	\$247.50
G. Brock Magruder, Jr.	\$247.50
John Lehr	\$247.50
Thomas R. Watley, Jr.	\$247.50

FURTHER AFFIANT SAYETH NAUGHT.

Sworn to and subscribed before me
on this 24th day of January, 1996
by DEBRA LYNNE JONES
G. BROCK MAGRUDER, SR

Notary Public DEBRA LYNNE JONES

(SEAL) OFFICIAL NOTARY SEAL
DEBRA LYNNE JONES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC289102
MY COMMISSION EXP. MAY 24, 1997

Mark Magruder Sr
1/24/96

☒ Personally known to me.
☐ Produced identification:
Type: _____

A 960000000170

CORPORATE ACCESS, INC.
1115-D THOMASVILLE RD
TALLAHASSEE, FL 32303
(904) 222-2888

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MMCW, Ltd.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 18 AM 11:06

- ☒ Walk in ☒ Pick up time 4/18/96 1:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
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<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. TAX FILING _____
R. AGENT FEE 52.50
G. COPY _____
TOTAL 52.50
N. BANK _____
BALANCE DUE _____
OFFERED _____

4/18/96

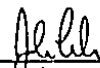
**AMENDMENT TO AGREEMENT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MMLW, LTD.**

This is an Amendment to the Agreement and Certificate of Limited Partnership of MMLW, Ltd., a Florida limited partnership, which Certificate was originally filed on January 25, 1996, Document No. A96000000170. The Agreement and Certificate of Limited Partnership is amended as follows:

1. John Lehr hereby withdraws for all purposes as a Limited Partner of MMLW, Ltd., a Florida limited partnership.

Dated this 26th day of March, 1996.

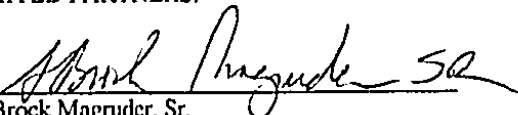
WITHDRAWING LIMITED PARTNER

By: 
John Lehr

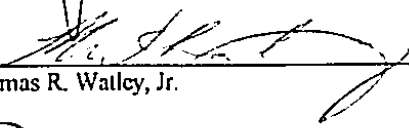
2. The General Partner and Limited Partners hereby agree to admit Grady Cooksey to MMLW, Ltd., a Florida limited partnership.

Dated this 26th day of March, 1996.

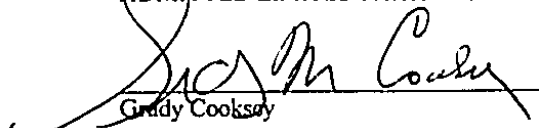
LIMITED PARTNERS:


G. Brock Magruder, Sr.


G. Brock Magruder, Jr.


Thomas R. Watley, Jr.

ADMITTED LIMITED PARTNER:


Grady Cooksey

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STATE
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DIVISION OF CORPORATIONS
96 APR 18 AM 11:06

3. The Agreement and Certificate of Limited Partnership is hereby amended to restate all general and limited partners of the Partnership and their respective ownership of units and percentages as follows:

a. The General Partner of the Partnership and percentage and unit ownership are as follows:

	Ownership Percentage	Units
MMLW Properties, Inc.	<u>2.00%</u>	<u>2</u>
Total	2.00%	2

b. The Limited Partners of the Partnership and percentage and unit ownerships are as follows:

	Ownership Percentage	Units
G. Brock Magruder, Sr.	31.00%	31
G. Brock Magruder, Jr.	31.00%	31
Thomas R. Watley, Jr.	31.00%	31
Grady Cooksey	<u>5.00%</u>	<u>5</u>
Total	98.00%	98

DATED as of the 26th day of March, 1996, and consenting to the above Amendment.

GENERAL PARTNER:

MMLW Properties, Inc.

By:

G. Brock Magruder, Sr.
G. Brock Magruder, Sr., President

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DIVISION OF CORPORATIONS
96 APR 18 AM 11:06

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26th day of March, 1996, by G. Brock Magruder, Sr., as President of MMLW Properties, Inc., a Florida corporation, on behalf of the corporation.

☒ Personally known to me.

☐ Produced identification:

Type: _____

Carol S. Self
Notary Public, State of Florida

Printed name: _____

Commission No.: _____

My Commission Expires: _____

CAROL S. SELF

Notary Public, State of Florida

My Comm. Expires Jan. 31, 2000

Comm. No. CC529057

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STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR 18 AM 11:06

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26th day of March, 1996 by G. Brock Magruder, Sr.

☒ Personally known to me.

☐ Produced identification:

Type: _____

Carol S. Self
Notary Public, State of Florida

Printed name: _____

Commission No.: _____

My Commission Expires: _____

CAROL S. SELF

Notary Public, State of Florida

My Comm. Expires Jan. 31, 2000

Comm. No. CC529057

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26th day of March, 1996 by G. Brock Magruder, Jr.

☒ Personally known to me.

☐ Produced identification:

Type: _____

Carol S. Self
Notary Public, State of Florida

Printed name: _____

Commission No.: _____

My Commission Expires: _____

CAROL S. SELF

Notary Public, State of Florida

My Comm. Expires Jan. 31, 2000

Comm. No. CC529057