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609 NORTH HYER AVE.
ORLANDO, FLORIDA 32803

BENJAMIN F. SMATHERS
IS DAVID KEMP

PHONE (407) 848-8200
FAX (407) 246-8098

January 23, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
95 JAN 30 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: SARAH E. MIDDLEBROOKS FAMILY LIMITED PARTNERSHIP

Dear Sirs:

200001700802
-01/30/96--01020--002
***1837.50 ***1837.50

Enclosed please find certificates of limited partnership for the above named partnership, whose effective date was January 1, 1996, along with a check as follows:

1. Limited Partnership..... \$1,837.50
(Max. filing fee plus designation of registered agent and certified copy)

I have also enclosed a self addressed envelope.

Cordially,


David Kemp

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| | |
|----------------|---------|
| Name | OR 1-31 |
| Availability | |
| Domestic | OR |
| Examine | OR |
| Update | OR |
| Upd-Ver | OR |
| Verify | OR |
| Acknowledgment | OR |
| W. P. Verify | OR |

CERTIFICATE OF LIMITED PARTNERSHIP

STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the partnership is SARAH E. MIDDLEBROOKS FAMILY LIMITED PARTNERSHIP.

2. The purpose of the partnership is to carry on, in the State of Florida, the business of creating, owning and operating investments in both real and personal property.

3. The principal place of business of the partnership is at 6036 Lexington Park, Orlando, Florida, 32819. The Registered Agent at that address shall be Sarah E. Middlebrooks.

4. The name and place of residence of each general partner interested in the partnership are as follows:

SARAH E. MIDDLEBROOKS: 6036 Lexington Park
Orlando, Florida 32819

5. The term for which the partnership is to exist is to the close of business on January 1, 2030.

6. The mailing address of the Limited Partnership shall be:

P.O. Box 732
Windermere, Florida 34786

DATED: December 18th, 1995

Sarah E. Middlebrooks
SARAH E. MIDDLEBROOKS, as Trustee
of the Sarah E. Middlebrooks
Revocable Trust: General Partner

Signature of Registered Agent:

Sarah E. Middlebrooks
SARAH E. MIDDLEBROOKS
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting and representing the General Partner of the SARAH E. MIDDLEBROOKS FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$1,863,655.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,863,655.00.

FURTHER AFFIANT SAYETH NOT.

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

Signed and dated this 18th day of December, 1995.

Sarah E. Middlebrooks
SARAH E. MIDDLEBROOKS
General Partner

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid appeared SARAH E. MIDDLEBROOKS, to me known to be the person who executed the foregoing instrument and who is personally known to me and who acknowledged that she executed same and who did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 18th day of December, 1995.

E. David Kemp
Notary Public
My Commission Expires



OFFICIAL SEAL
E. DAVID KEMP
My Commission Expires
Sept. 30, 1996
Comm. No. CC 228686

96 JAN 30 PM 2:13
SECRETARY of STATE
TALLAHASSEE, FLORIDA

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