

1201 HAYS STREET
ATLANTA, GA 30301
904-227-9101
904-227-0101 FAX

800-342-8086

A 9600000475



FILED STATE
SECRETARY OF CORPORATIONS
96 MAR 12 PM 3:16

CUSTOMER NO. : 9600000475
ORDER NO. : 9600000475
ORDER DATE : 03/12/96
ORDER TIME : 09:30 AM
ORDER TYPE : REGULAR
CREDIT TYPE : CREDIT
CREDIT NO. : 9600000475
CREDIT DATE : 03/12/96
CREDIT TIME : 09:30 AM
CREDIT TYPE : CREDIT

TAX 1750.00
FILING 25.00
R. AGENT FEE 52.50
C. COPY 1837.50
TOTAL
N. BANK
BALANCE DUE
REFUND

R 9600000723
by some

400001744394
-03/15/96--01039--004
***3605.00 ***1837.50

RECEIVED
96 MAR 12 PM 2:23
DIVISION OF CORPORATIONS

CUSTOMER NO. : 9600000475
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2,521,769.00

2,521,769.00

BK
3/12/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

February 12, 1996

CSC NETWORKS

The name OCEAN WALK PROPERTIES, LTD. has been reserved for 120 days beginning February 12, 1996. The reservation number is R96000000723 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 096A00006106

CERTIFICATE OF LIMITED PARTNERSHIP
OF

OCEAN WALK PROPERTIES, LTD.
a Florida Limited Partnership

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

1. **Name of Limited Partnership.** The name of the Limited Partnership is Ocean Walk Properties, Ltd.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the limited partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 2500 N. Atlantic Avenue, Daytona Beach, Florida 32118.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida are L. A. Gornto, Jr., Esq., 149-F S. Ridgewood Avenue, Daytona Beach, Florida 32114.

4. **General Partner.** The name and business address of the General Partner of the Limited Partnership are as follows:

<u>Name</u>	<u>Business Address</u>
Ocean Walk Development, Inc.	c/o George D. Anderson, President 2500 N. Atlantic Avenue Daytona Beach, FL 32118

V18692

5. **Address of Partnership.** The mailing address of the Limited Partnership is 2500 N. Atlantic Avenue, Daytona Beach, Florida 32118.

6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2025.

7. **Purposes of Partnership.** The purposes of the Partnership shall be as follows:

(a) Own, acquire, manage, develop, operate, maintain, retain, buy, sell, exchange, finance, refinance, and otherwise deal with real estate, personal property, and any type of business or property whatsoever, as the General Partner shall determine from time to time to be in the best long-term

interests of the Partnership; and

(b) Engage in such other activities as are related or incidental to the foregoing purposes, or to engage in any and all other lawful businesses and other activities as provided or allowed under the Act, as the General Partner shall determine from time to time to be in the best long-term interests of the Partnership.

Dated March 7, 1996
Daytona Beach, Florida

GENERAL PARTNER:

Ocean Walk Development, Inc.

By: George D. Anderson
George D. Anderson, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

IN

OCEAN WALK PROPERTIES, LTD.
a Florida Limited Partnership

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The undersigned, who is the General Partner of Ocean Walk Properties, Ltd., declares that the initial capital contributions of the Limited Partners in the Partnership are as follows:

1. The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
GDA Investments, Ltd.	none
Geary Family Trust U/A/D August 8, 1995	none
Paul A. Duffett	none
Richard K. Martin	none
Robert D. Martin	none
D. W. McGrath, Inc.	none
ID Partners, Ltd.	none
Elliott Landsman	none
Gerald B. Fincke	none
Gordon H. McNeil	none
Gerald B. Fincke IRA Retirement Accounts, Inc.	none
Gordon H. McNeil - Smith Barney, Inc. Rollover Account	none
Mary Therese Doan	none

2. It is anticipated at this time that the Limited Partners listed below will make initial capital contributions in the future in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
GDA Investments, Ltd.	\$800,271
Geary Family Trust U/A/D August 8, 1995	\$552,225

Paul A. Duffott	\$ 94,828
Richard K. Martin	\$128,378
Robert D. Martin	\$128,378
D. W. McGrath, Inc.	\$223,689
ID Partners, Ltd.	\$152,381
Elliott Landsman	\$103,133
Gerald B. Fincke	\$ 57,098
Gordon H. McNeil	\$ 44,251
Gerald B. Fincke IRA Retirement Accounts, Inc.	\$ 88,637
Gordon H. McNeil - Smith Barney, Inc. Rollover Account	\$ 49,500
Mary Therese Doan	\$ 99,000

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Dated March 7, 1996
Daytona Beach, Florida

GENERAL PARTNER:

Ocean Walk Development, Inc.

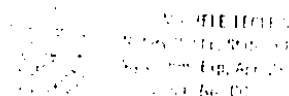
By: George D. Anderson
George D. Anderson, President

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to and subscribed before me this 7th day of March, 1996, by George D. Anderson, as President of Ocean Walk Development, Inc., on behalf of the corporation, who is personally known to me or who produced _____ as identification.

Michael J. O'Leary
Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT
FOR
THE SERVICE OF PROCESS WITHIN THIS STATE

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DIVISION OF CORPORATIONS
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Pursuant to Chapter 620, Florida Statutes, the following is submitted in compliance with said Act:

OCEAN WALK PROPERTIES, LTD., desiring to organize as a limited partnership under the laws of the State of Florida with its registered office at 149-F S. Ridgewood Avenue, Daytona Beach, FL 32114, has named L. A. Gornto, Jr., Esq., located at the above registered office, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited partnership, at the address designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated March 7, 1996.


L. A. Gornto, Jr., Esq.