

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-72-8062
 FAX (904) 224-1122

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

h/c 3/22/96
 G. TAX _____
 FILING 1750.00
 R. AGENT FEE 35.00
 C. COPY 52.50
 TOTAL 1837.50
 V. PAYE _____
 GROSS AMOUNT _____
 NET AMOUNT _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME <u>11</u>	_____	_____	CK No. _____
BY <u>ML</u>	_____	_____	_____

WALK-IN 3/22 1100
 Will Pick Up _____

RE: Mike Shad Ford 1-101 No 52654

A96000000558

	C.C. FILE	DISBURSED
Capital Express		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	400001757474
DISBURSED.....	03/26/96 01085-006
SURCHARGE.....	***1837.50 ***1837.50
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP OF
MIKE SHAD FORD, LTD.
a Florida limited partnership

FILED STATE
SECRETARY OF CORPORATIONS
96 MAR 22 AM 10:22

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is MIKE SHAD FORD, LTD.
2. The address of the office of the Partnership is 7700 Blanding Boulevard, Jacksonville, Florida 32244.
3. The name and address of the agent for service of process on the Partnership are Michael R. Leas, Esquire, Fisher, Tousey, Leas & Ball, P.A., One Independent Drive, Suite 2600, Jacksonville, Florida 32202.
4. The name and business address of the general partner are as follows:

894000625096

Shad General Partner, Inc.	7700 Blanding Boulevard Jacksonville, Florida 32244
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5. The mailing address of the Partnership is 7700 Blanding Boulevard, Jacksonville, Florida 32244.
6. The latest date upon which the Partnership shall dissolve is December 31, 2046.
7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by its general partner.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of MIKE SHAD FORD, LTD. this 21st day of March, 1996.

General Partner:

SHAD GENERAL PARTNER, INC.

By: H. W. Shad, III

H. W. Shad, III
President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MIKE SHAD FORD, LTD., a Florida limited partnership ("Partnorship") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Date: March 21st, 1996

REGISTERED AGENT

By: Michael R. Leas
Michael R. Leas, Esquire

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 MAR 22 AM 10:25

STATE OF FLORIDA
COUNTY OF DUVAL

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
MIKE SHAD FORD, LTD.

BEFORE ME, the undersigned authority, personally appeared H. Shad, III, President of Shad General Partner, Inc., a Florida corporation, constituting the sole general partner of Mike Shad Ford, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", the address for which is 7700 Blanding Boulevard, Jacksonville, Florida 32244, who, upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$5,000,000.00.

2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$0.

FURTHER AFFIANT SAYETH NOT.

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

General Partner

SHAD GENERAL PARTNER, INC.

By: H. W. Shad, III,

President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of March, 1996, by H. W. Shad, III, President of Shad General Partner, Inc., who is personally known to me or who has produced a driver's license as identification and who did/did not take an oath.

Deborah Ann Ferguson
Name: Deborah Ann Ferguson
Notary Public, State of Florida
Commission Number: CC 384676



DEBORAH ANN FERGUSON
My Commission CC384076
Expires Jul. 16, 1998

58956

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 MAR 22 PM 10:25

Document Number On

A96000000558

CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Mike Shad Ford, Ltd.

900002168869--3
-05/07/97--01005--012
****105.00 *****52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 PM 1:01

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Partnership Cancellation | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

5-2-97

TAX _____
FILING _____
AGENT FEE _____
COPY _____
OTAI _____
BANK _____
BALANCE DUE _____
REFFIND _____

5/4/97

Certificate of Cancellation
For
Mike Shad Ford, Ltd.

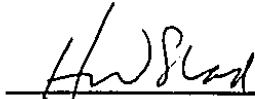
Pursuant to the provisions of Section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on March 22, 1996, hereby submits this certificate of cancellation.

First: Reason for cancellation: The partnership has dissolved and wound up its affairs.

Second: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

Third: Signatures of all general partners:

Shad General Partner, Inc.



Harold W. Shad, III, Its President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 PM 1:01