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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: HILL, WARD & HENDERSON, P.A.
101 D KENNEDY BLVD
SUITE 3700
TAMPA FL 33602-5154
CONTACT: BARBARA A MURPHY
PHONE: (941) 221-3900
FAX: (941) 221-2900

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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: WOOLEY PROPERTIES, LTD
FAX AUDIT NUMBER: H96000004214
DATE REQUESTED: 03/25/1996
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
WOOLEY PROPERTIES, LTD.

The undersigned parties, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, do hereby certify and swear as follows:

- I. Name. The name of the partnership shall be:
WOOLEY PROPERTIES, LTD.
- II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:

Barbara A. Murphy
101 East Kennedy Blvd., Suite 3700
Tampa FL 33602
- III. General Partner. The name and address of the general partner of the limited partnership is as follows:

WOOLEY PROPERTIES GP, INC., a Florida corporation
9210 Adamo Drive
Tampa FL 33619
- IV. Location of Principal Place of Business and Mailing Address. The limited partnership's principal place of business and mailing address shall be:

9210 Adamo Drive
Tampa FL 33619
- V. Term. The term for which the limited partnership is to exist will be from the date of the filing of this Certificate of Limited Partnership until dissolution, which shall be:

- (a) on December 31, 2001;
- (b) the sale, abandonment or disposal by the limited partnership of all or substantially all of its assets;
- (c) the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom;

Prepared by: Barbara A. Murphy
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900

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(d) any event of dissolution or termination as described in the WOOLEY PROPERTIES, LTD. Limited Partnership Agreement;

(e) the determination by the General Partner to dissolve the Partnership.

IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 25th day of March, 1996.

"General Partner"

WOOLEY PROPERTIES GP, INC.

By:

Barbara A. Murphy
Barbara A. Murphy, Vice President

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated limited partnership I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Barbara A. Murphy
Barbara A. Murphy

Date:

3/25/96

Prepared by: Barbara A. Murphy
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE THE UNDERSIGNED, personally appeared Barbara A. Murphy, in her capacity as Vice President of WOOLEY PROPERTIES GP, INC., the general partner of WOOLEY PROPERTIES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

The amount of capital contributions to date of the limited partners of the Partnership is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

Under penalty 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.

DATED this 25TH day of March, 1996.

FURTHER AFFIANT SAYETH NOT.

WOOLEY PROPERTIES GP, INC.
a Florida corporation
General Partner

By: Barbara A. Murphy
Barbara A. Murphy, Vice President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this March 25 1996, by Barbara A. Murphy, Vice President of WOOLEY PROPERTIES GP, INC., a Florida corporation, on behalf of the corporation. She is personally known to me ~~or who has produced~~ as identification.

Nancy L. Butler
Notary Public Nancy L. Butler
My Commission Expires:
Commission Number:



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