| CAPITAL CONNECTI<br>417 E. Virginia St. Mag. 1, Tallettere, Fl.<br>Mailing Address Foot Office Box, 934 | ON, INC. | Nº 52654   |  |
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11-2529-7 PONDERS INC., THOMASVILLE, GA

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. You

THANK YOU from Your Capital Connection

## CERTIFICATE OF LIMITED PARTNERSHIP SHEELER FILLS, LTD.

The undersigned, pursuant to the Florida Revised Uniform Limited Partnership Act, adopts and swears to the following certificate for the formation of such limited partnership:

FIRST:

The name of the limited partnership is Sheeler Hills, Ltd.

SECOND:

The address of the office of the limited partnership is 257 Plaza Drive, Unit D, Oviedo, Florida 32765, and the mailing address of the limited partnership is the same as said office address.

THIRD:

The address of the registered office in the State of Florida is 369 N. New York Avenue, Suite 300, Winter Park, Florida 32789, in the County of Orange. The name of the registered agent at such address is Scott D. Clark.

FOURTH:

Sheeler Hills Management Corporation, Attn: Kenneth Lawrence White, 257 Plaza Driva, Unit D. Outet W. The name and business address of the sole General Partner as White, 257 Plaza Drive, Unit D, Oviedo, Florida 32765.

FIFTH:

The term for which the partnership is to exist is until December 31, 2050, unless sooner terminated by law or under the provisions of the limited partnership agreement.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 22nd day of March, 1996.

Witnesses:

SHEELER HILLS MANAGEMENT CORPORATION. a Florida corporation,

as Sole General Partner

Kenneth Lawrence White.

Président

# STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22nd day of March, 1996, by Kenneth Lawrence White, as President of Sheefer Hills Management Corporation, a Florida corporation, on behalf of the corporation, which is General Partner of SHEELER HILLS, LTD., a Florida limited partnership. He

| is personally known to me; or has produced  | as identification.   | IAIG<br>S           |
|---|--|---------------------|
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| Notary Public-State of Florida at Large Commission number: My Commission expires: | GIMGER LYNN HODGES MY COMMISSION & CC 215810 EXPIRES: August 15, 1096 Bonded Thru Notary Public Underwriters |                     |

#### ACKNOWLEDGMENT

Having been named to accept service of process and serve as Registered Agent for the above-stated limited partnership, at the place designated in the Certificate, I hereby accept to act in this capacity pursuant to §620.105(2), Fla. Stat.

Dated this 22nd day of March, 1996.

Scott D. Clark

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

# STATE OF FLORIDA COUNTY OF ORANGE

The undersigned, being the sole General Partner under Certificate of Limited Partnership dated the 22nd day of March, 1996, being first duly sworn, deposes and says:

- 1. It is the sole General Partner of Sheeler Hills, Ltd., a Florida limited partnership.
- 2. The initial contribution by the limited partner is One Thousand and no/100 Dollars (\$1,000.00).
- 3. Additional amounts anticipated to be contributed by the limited partner is Zero and no/100 Dollars (\$.00).

SHEELER HILLS MANAGEMENT CORPORATION,

a Florida corporation, as Sole General Partner

By:

Scott D. Clark, Vice President

SWORN TO AND SUBSCRIBED before me this 22nd day of March, 1996, by Scott D. Clark, as Vice President of SHEELER HILLS MANAGEMENT CORPORATION, a Florida corporation. He

| is personally known, or has produced    | as identification.                                 |
|---|--|
| Wings Lynn Hodges                       |  |
| Printed name: Value of Florida at Large | GINGER LYNN HODGES                                 |
| Commission Number:                      | MY COMMISSION # CC 215810 EXPIRES: August 15, 1996 |
| My Commission expires:                  | Bonded Thru Notary Public Linderwriters            |
|   |  |