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TALLAHASSEE, FL 32301
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ACCOUNT NO. : 072100000032

REFERENCE : 931506 1299A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 25, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 931506

CUSTOMER NO: 1299A

CUSTOMER: Richard M. Colbert, Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
P.O. Box 13010

Pensacola, FL 32591

DOMESTIC FILING

NAME: CAPITAL RESOURCES SOUTHERN
LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

11111111111111111111
09/20/96 - 01/09/97
***140.00 ***140.00

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G. TAX _____
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R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
CAPITAL RESOURCES SOUTHEAST, LTD.,
a Florida limited partnership**

The undersigned, pursuant to the provisions of Chapter 620, Florida Statutes, files the following Certificate of Limited Partnership evidencing the formation of that limited partnership known as **CAPITAL RESOURCES SOUTHEAST, LTD.**, a Florida limited partnership (the "Partnership"), under that Agreement of Limited Partnership executed of date even herewith (the "Partnership Agreement").

I.

NAME AND PRINCIPAL OFFICE

The Partnership shall be conducted under the name of **CAPITAL RESOURCES SOUTHEAST, LTD.**, a Florida limited partnership. The principal office of the Partnership shall be located at 1201 North Tarragona Street, Pensacola, Florida 32501, and the mailing address of the Partnership shall be Post Office Box 13452, Pensacola, Florida 32591.

II.

REGISTERED OFFICE, REGISTERED AGENT

The mailing address of the initial registered agent of the Partnership in the State of Florida shall be 421 North Palafox Street, Pensacola, Florida 32501, and the name of the registered agent of the Partnership at that address is **DOUGLAS C. HALFORD**.

III.

CHARACTER OF BUSINESS

The character of business intended to be transacted by the Partnership shall be the acquisition of real property and the development, rental and sale thereof, and the conduct of any other business in which a limited partnership may engage under the laws of the State of Florida.

IV.

NAME AND ADDRESS OF GENERAL PARTNER

General Partner. The name and principal place of business of the general partner of the Partnership is:

**DOUGLAS C. HALFORD
421 North Palafox Street
Pensacola, Florida 32501**

Limited Partners. The names and principal places of business of the limited partners of the Partnership are:

**JEFFREY L. SCHWEIZER, JOAN SCHWEIZER and DOUGLAS C. HALFORD
as Trustees of the Shuaney Irrevocable Trust
under Trust Agreement dated March 1, 1996
421 North Palafox Street
Pensacola, Florida 32501**

and

STEVEN P. DELGALLO
1201 North Tarragona Street
Pensacola, Florida 32501

v.


TERM OF LIMITED PARTNERSHIP

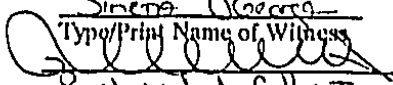
The term in which the Partnership is to exist begins upon the date this Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida, and shall continue until April 21, 2026, unless sooner terminated by law, the filing of a Certificate of Cancellation or under the provisions of the Agreement of Limited Partnership.

IN WITNESS WHEREOF, the General Partner hereto has executed this Certificate of Limited Partnership effective the 24th day of April, 1996.

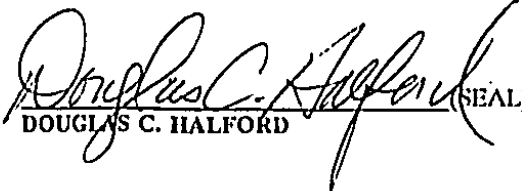
Signed, sealed and delivered
in the presence of:

GENERAL PARTNER:



Type/Print Name of Witness


Type/Print Name of Witness



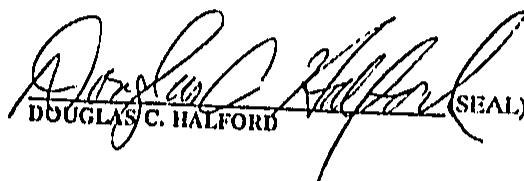
DOUGLAS C. HALFORD (SEAL)

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CAPITAL RESOURCES SOUTHEAST, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, 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.

REGISTERED AGENT:


DOUGLAS C. HALFORD (SEAL)

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STATE OF FLORIDA
COUNTY OF ESCAMBIA

**AFFIDAVIT OF
CAPITAL CONTRIBUTIONS**

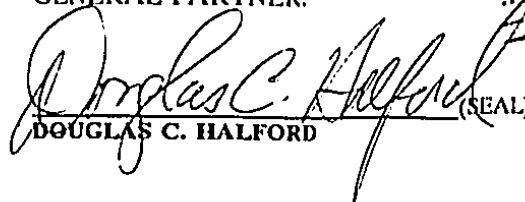
BEFORE ME, the undersigned, personally appeared the undersigned, as General Partner of CAPITAL RESOURCES SOUTHEAST, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is \$48.00.
2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner are as follows:

NO ADDITIONAL CAPITAL CONTRIBUTIONS ANTICIPATED AT THIS TIME.

FURTHER AFFIANT SAYETH NAUGHT.

GENERAL PARTNER:


DOUGLAS C. HALFORD (SEAL)

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SWORN TO AND SUBSCRIBED BEFORE ME this 24th day of April, 1996, by Douglas G. Halford, who ☒ is personally known to me, or ☐ has produced NA as identification, bearing identification number _____.

Richard M. Colbert
Notary Public, State of Florida
My Comm. Expires July 10, 1999
No. CC462965


[Signature of Notary Public]

Richard M. Colbert
Notary Public, State of Florida
My Comm. Expires July 10, 1999
No. CC462965

[Print, Type, or Stamp Name of Notary Public]

[NOTARIAL SEAL]

Commission Number: _____
My Commission Expires: _____

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