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LA OFFICE OF
MAYER & KENNEDY
THURGOOD & TOMLINSON
1675 PALM BEACH LANE, SUITE 700
WEST PALM BEACH, FLORIDA 33401

(561) 683-2484
Fax: (561) 684-3142

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EARL E. MAYER, JR.,
P. 1000 KENNEDY, P.A.
JOHN W. RANDOLPH, JR.

* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

June 19, 1996

TAX (Continued)
FILING _____
REGISTERED AGENT FEE _____
COPIES _____
J.A. _____
BALANCE DUE _____

96 JUN 21 PM 3:40

VIA FEDERAL EXPRESS DELIVERY

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32301

RE: McCune, Inc. and McCune Family Investment Company, Ltd.

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and Registered Agent forms for McCune, Inc.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office.

Also enclosed are two (2) original Certificate of Limited Partnership of McCune Family Investment Company, Ltd. and two (2) original Affidavit of Capital Contributions of McCune Family Investment Company, Ltd.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office.

McCune, Inc. is to be the corporate General Partner of McCune Family Investment Company, Ltd. As such, kindly please file the Articles of Incorporation and Registered Agent forms for McCune, Inc. prior to filing the Certificate of Limited Partnership of McCune Family Investment Company, Ltd. and the Affidavit of Capital Contributions of McCune Family Investment Company, Ltd.

BK
6/25/96

Secretary of State
Division of Corporations
June 19, 1996
Page Two

Also enclosed in our client's check in the amount of \$1,968.00
for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified Copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	\$ 35.00
Receiving, filing and indexing Certificate of Limited Partnership and Affidavit of Capital Contributions	\$1,750.00
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$1,907.50

If there are additional filing fees that are required which
are not addressed in this letter, please use the balance of the
funds from our client's check which is \$60.50 (\$1,968.00 -
\$1,907.50 = \$60.50) to satisfy such filing fees.

If, however, there are no additional filing fees required,
kindly please refund the \$60.50 at your earliest convenience.

Please telephone me if there is any reason why these requests
cannot be met promptly. Thank you for your attention to these
matters.

Sincerely,

MAYER & KENNEDY


P. Todd Kennedy

PTK:njk
Enclosures

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
McCUNE FAMILY INVESTMENT COMPANY, LTD.

1. McCune Family Investment Company, Ltd.
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 5280 N. Ocean Drive, Singer Island, Florida 33404
(The Business Address of the Limited Partnership)
3. Edward J. McCune
(Name of Registered Agent for Service of Process)
4. 5280 N. Ocean Drive, Singer Island, Florida 33404
(Florida Street Address for Registered Agent)
5. *Edward J. McCune*
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 5280 N. Ocean Drive, Singer Island, Florida 33404
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2045.
- | 8. NAME OF GENERAL PARTNER(S) | SPECIFIC ADDRESS |
|-------------------------------|--|
| <u>McCune, Inc.</u> | <u>5280 N. Ocean Drive</u>
<u>Singer Island, FL 33404</u> |

Signed this 18 day of June, 1996

Signature of all General Partners:
McCUNE, INC.

By: *Edward J. McCune*
EDWARD J. McCUNE, President

GENERAL PARTNER

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting all of the General partners of McCune Family Investment Company, Ltd., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$1,683,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,683,000.

This 16 day of June, 1996.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

MCCUNE, INC.

By: Edward J. McCune

EDWARD J. MCCUNE,
President