

LOS ANGELES  
JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE  
SACRAMENTO

ORLANDO FLORIDA 32802-2191  
111 NORTH ORANGE AVENUE SUITE 1800  
ORLANDO FLORIDA 32801-2186  
TELEPHONE (407) 421-7656  
FACSIMILE (407) 648-1743

SAN DIEGO  
SAN FRANCISCO  
TALLAHASSEE  
TAMPA  
WASHINGTON D.C.  
WEST PALM BEACH

WRITTEN DIRECT LINE

July 2, 1996

VIA HAND DELIVERY

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Certificate of Limited Partnership for Merstone II  
Limited Partnership (the "Certificate"); Affidavit of  
Capital Contributions (the "Affidavit")

Dear Sir/Madam:

000001889510  
-07/10/96--01034--024  
\*\*\*\*148.75 \*\*\*\*148.75

Enclosed for filing are executed copies of the Certificate and  
Affidavit, along with additional copies to be stamped and returned  
to me, and a copy of Consent of Sole Shareholder indicating that  
John A. Sanders, Esq., is authorized to execute the acceptance of  
appointment of registered agent on behalf of F & L Corp.

Also enclosed is a check in the total amount of \$148.75  
payable to the Florida Department of State to cover the following:

1. Filing fee (\$52.50);
2. Fee to designate registered agent (\$35.00);
3. Fee for certified copies of Certificate and  
Affidavit (\$52.50); and
4. Fee for Certificate of Status of Limited  
Partnership (\$8.75).

We filed a Certificate of Limited Partnership for Merstone I  
Limited Partnership last year. The sole general partner of  
Merstone I Limited Partnership is the limited partner of Merstone  
II Limited Partnership, and he has consented to use of the name  
Merstone II Limited Partnership for this entity.

TAX \_\_\_\_\_  
FILING \_\_\_\_\_  
R. AGENT FEE \_\_\_\_\_  
COPY \_\_\_\_\_  
TOTAL \_\_\_\_\_  
BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
CASH \_\_\_\_\_

7/3/96

ESTABLISHED 1942

A MEMBER OF GLOBALIS WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, PARIS, SINGAPORE, STUTTGART AND TAIPEI.

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MERSTONE LIMITED PARTNERSHIP

a Florida Limited Partnership

The undersigned, being desirous of forming a limited partnership pursuant to the laws of the State of Florida, hereby certify as follows:

1. Name of Limited Partnership. The name of the limited partnership is Merstone II Limited Partnership, a Florida limited partnership (the "Partnership").

2. Recordkeeping Office. The records of the Partnership shall be kept at the offices of 901 Via Lugano, Winter Park, Florida 32789.

3. Agent for Service of Process; Address of Registered Agent. The initial agent of the Partnership for service of process shall be P & L Corp., The Greenleaf Building, 200 Laura Street, P.O. Box 240, Jacksonville, Florida 32201-0240.

4. General Partner. The name and business address of the sole initial General Partner of the Partnership is as follows:

<u>Name</u>	<u>Address</u>
<del>WELWYN</del> MANAGEMENT COMPANY WELWYN	901 Via Lugano Winter Park, Florida 32789

5. Address of Partnership. The mailing address of the Partnership is 901 Via Lugano, Winter Park, Florida 32789.

6. Date of Dissolution. The latest date on which the Partnership is to dissolve is December 31, 2031.

7. Capital Contributions. Pursuant to Florida Statute Section 620.108, an affidavit setting forth present and anticipated capital contributions of the limited partners of the Partnership is attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Certificate of Limited Partnership on this 2nd day of July, 1996.

WELBYN  
WELBYN MANAGEMENT COMPANY, INC.  
a Florida corporation

By: [Signature]  
RICHARD E. DELATER,  
President

**ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, a corporation authorized to transact business in the State of Florida, having been named in the foregoing Limited Partnership Agreement as initial Registered Agent of Merstone II Limited Partnership, hereby accepts such appointment as Registered Agent of said limited partnership and agrees to act in such capacity. The undersigned hereby states that the undersigned is familiar with, and the undersigned hereby accepts, the obligations of the position of Registered Agent as set forth in Chapter 620 of the Florida Statutes, and the undersigned agrees to comply with the provisions of all statutes and other laws relating to it in such capacity and the proper and complete performance of its duties.

Dated this 2nd day of July, 1996.

**REGISTERED AGENT:**

F & L CORP.

By: [Signature]

EXHIBIT A

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

OF

MERSTONE II LIMITED PARTNERSHIP,

a Florida Limited Partnership

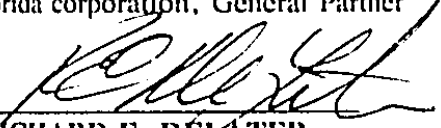
99-10-15 PM 5:57

The undersigned, being the general partner of Merstone II Limited Partnership, a Florida limited partnership (the "Partnership"), having been first duly sworn, hereby declares as follows:

1. The limited partners of the Partnership have made initial capital contributions to the Partnership in the amount of \$600.00.
2. It is not anticipated that the limited partners will make any further capital contributions to the Partnership.

**FURTHER AFFIANT SAYETH NOT.**

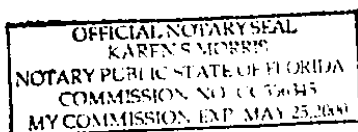
WELWYN  
WELWYN MANAGEMENT COMPANY,  
a Florida corporation, General Partner

By:   
RICHARD E. DELATER,  
President

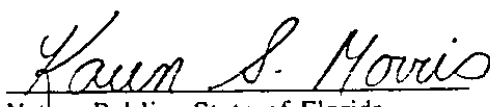
State of Florida

County of Orange

Before me, the undersigned authority, personally appeared RICHARD E. DELATER, President of WELLWYN MANAGEMENT COMPANY, General Partner of MERSTONE II LIMITED PARTNERSHIP, who is [ ] personally known to me or who ☒ produced FLA. Driver's License as identification, and, having been duly sworn, acknowledged that he signed the foregoing for the purposes set forth therein.



[Notarial Seal]

  
Notary Public, State of Florida  
Printed Name: \_\_\_\_\_  
Commission expires: \_\_\_\_\_

F & L CORP.

Consent of Sole Shareholder

The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf of the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic or foreign corporations and limited partnerships in the State of Florida:

Bernard S. Kubala  
Bill L. Bryant, Jr.  
William J. Kiernan, Jr..  
William D. King  
Jack A. Porter  
John A. Sanders  
Egerton K. van den Berg  
Harry L. Wallace

Dated: June 12, 1991

FOLEY & LARDNER

By: Harry L. Wallace  
Harry L. Wallace  
Administrative Partner

66 JUL -3 PM 3:54

**A96000001269**

RECEIVED  
96 AUG 20 AM 10:16  
DIVISION OF CORPORATION

\_\_\_\_\_  
Address  
\_\_\_\_\_  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

600001930816  
08/23/96--01056--017  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

- ☒ Walk in ☒ Pick up time 3:40 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

J. TAX FILING 52.50  
R. AGENT FEE \_\_\_\_\_  
C. COPY \_\_\_\_\_  
TOTAL 52.50  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
METHOD \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 20 AM 10:40

8/20/96  
h31

Examiner's Initials

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF  
MERSTONE II LIMITED PARTNERSHIP,  
a Florida Limited Partnership**


The Certificate of Limited Partnership of Merstone II Limited Partnership, filed on July 3, 1996 is hereby amended as follows:

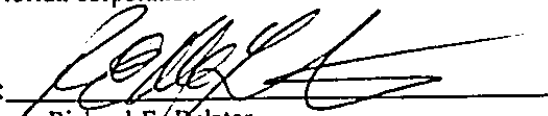
1. Section 4 of the Certificate of Limited Partnership is amended to provide that the mailing address of the General Partner is Post Office Box 1523, Winter Park, Florida 32790.
2. Section 5 of the Certificate of Limited Partnership is amended to provide that the mailing address of the Partnership is Post Office Box 1523, Winter Park, Florida 32790.
3. Section 6 of the Certificate of Limited Partnership is amended to provide that the latest date on which the Partnership is to dissolve is December 31, 2017.
4. Except as amended hereby, the Certificate of Limited Partnership shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Amendment to Certificate of Limited Partnership on this 19<sup>th</sup> day of August, 1996.

WITNESSES:

WELWYN MANAGEMENT COMPANY,  
a Florida corporation

  
Printed Name: VICTORIA SWEAT

By:   
Richard E. Delater  
President

Printed Name: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 20 AM 10:40