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SUITE 183B
ONE ENTERPRISE CENTER
888 WATER STREET
JACKSONVILLE, FL 32202-4427

THOMAS K. PURCELL
TIMOTHY L. FLANAGAN
JONATHAN L. HAY
HARRIS L. BONNETTE, JR.
CLARENCE F. FRAZIER

September 23, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

TELEPHONE
(904) 386-0388
TELECOPIER
(904) 384-1747
FILED
SEP 24 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-09/24/96--01142--001
***1837.50 ***1837.50

Re: Bird's Nest Investments, Ltd.

Dear Sir or Madam:

I am enclosing an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contribution of Bird's Nest Investments, Ltd.

Please file the original Certificate and certify and return the copy to me. I am enclosing a check in the amount of \$1,837.50 for payment of the applicable fees, computed as follows:

Filing Fee	\$ 1,750.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

TOTAL \$ 1,837.50

If you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,

Jonathan L. Hay
Jonathan L. Hay
eb

JLH/eb
Enclosure
c: Dr. C. Ashley Bird

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

BIRD'S NEST INVESTMENTS, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner files this Certificate of Limited Partnership of **BIRD'S NEST INVESTMENTS, LTD.** with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

1. **NAME.** The name of the limited partnership is **BIRD'S NEST INVESTMENTS, LTD.**

2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** 8000 Highway A1A South, Apartment 108, St. Augustine, Florida 32086.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** C. Ashley Bird, whose business address is 8000 Highway A1A South, Apartment 108, St. Augustine, Florida 32086.

4. **NAME AND ADDRESS OF THE GENERAL PARTNERS OF THE PARTNERSHIP ARE AS FOLLOWS:**

NAME

ADDRESS

C. Ashley Bird

8000 Highway A1A South, Apartment 108
St. Augustine, Florida 32086

Esther A. Bird

8000 Highway A1A South, Apartment 108
St. Augustine, Florida 32086

5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:** The date this Certificate is filed with the Secretary of State.

6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2035.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$1,500,000 and it is anticipated that the limited partners may make additional

capital contributions of up to \$500,000. The total amount anticipated to be contributed by the limited partners is \$2,000,000.

8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act.

a. The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

b. The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

c. If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 23rd of September, 1996.


C. ASHLEY BIRD
General Partner


ESTHER A. BIRD
General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

BIRD'S NEST INVESTMENTS, LTD., desiring to organize or qualify under the laws of the State of Florida hereby designates **C. ASHLEY BIRD** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 8000 Highway A1A South, Apartment 108, St. Augustine, Florida 32086.

DATED this 23rd day of September, 1996.


C. ASHLEY BIRD,
General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby accept the appointment as registered 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.

DATED this 23rd day of September, 1996.


C. ASHLEY BIRD