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PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 112380 6209A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 1785.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 8 AM 11:56

ORDER DATE : October 8, 1996

ORDER TIME : 9:22 AM

ORDER NO. : 112380

CUSTOMER NO: 6209A

200001867332

CUSTOMER: Wade Boyette, Esq
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

DOMESTIC FILING

NAME: RIVERS FAMILY PARTNERSHIP,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

DK

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -8 AM 11:57
96 OCT -8 AM 10:55
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RECEIVED

10/8/96

**CERTIFICATE OF
LIMITED PARTNERSHIP OF
RIVERS FAMILY PARTNERSHIP, LTD.**

FILED
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DIVISION OF CORPORATIONS
OCT - 8 AM 11:51

The undersigned, constituting all of the general partners, hereby execute this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. Name of Partnership. The name of the Partnership shall be RIVERS FAMILY PARTNERSHIP, LTD.

2. Address of Recordkeeping Office; Agent for Service of Process. The records to be kept pursuant to Florida Statute Section 620.106, shall be located at 417 Bay Tree Lane, Longwood, FL 32779, and the name of the Partnership's agent for service of process is CHARLES S. RIVERS, JR., and the address of the registered agent is 417 Bay Tree Lane, Longwood, FL 32779.

3. Name and Business Address of the General Partners.

The names and addresses of the General Partners are:

<u>Name</u>	<u>Address</u>
Charles S. Rivers, Jr.	417 Bay Tree Lane Longwood, FL 32779
Charles S. Rivers, Jr., Trustee of the Charles S. Rivers Family Trust dated March 12, 1985	417 Bay Tree Lane Longwood, FL 32779


4. Mailing Address for the Limited Partnership. The mailing address for the Limited Partnership shall be 417 Bay Tree Lane, Longwood, FL 32779..

5. Term. The term for which the Partnership is to exist shall be from the filing of this Certificate in the Office of the Secretary of State of the State of Florida until the December 31, 2046, unless sooner terminated in accordance with the Limited Partnership Agreement for RIVERS FAMILY PARTNERSHIP, LTD.

DATED this 4th day of October, 1996.

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


Charles S. Rivers, Jr., General Partner


Charles S. Rivers, Jr. Trustee of the
Charles S. Rivers Family Trust dated
March 12, 1985, General Partner

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Charles S. Rivers, Jr.

[Rivers\LTD\Cort.All]

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the general partners of RIVERS FAMILY PARTNERSHIP, LTD., a Florida Limited Partnership, certify as follows:

1. To date, the amount of capital contribution of the limited partners is \$ 10.00.
2. The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$ 2,171,717.00.

DATED this 4th day of October, 1996.

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


Charles S. Rivers, Jr., General Partner


Charles S. Rivers, Jr. Trustee of the
Charles S. Rivers Family Trust dated
March 12, 1985, General Partner

luc:river/jda/fall

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