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LAW OFFICES OF
KENNETH B. WHEELER, LL.M., TAX
PROFESSIONAL SOCIETY
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KENNETH B. WHEELER, LL.M., TAX

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FAX (407) 740-8891

October 3, 1996

State of Florida
Department of State
Limited Partnership Division
P.O. Box 6327
Tallahassee, FL 32314

700001970767
-10/10/96--01066--001
***1837.50 ***1837.50

RE: Michael D. Ross Family Limited Partnership

Dear Sir:

Enclosed are two originals and one copy of the following:

1. Certificate of Limited Partnership for Michael D. Ross Family Limited Partnership;
2. Acceptance of Appointment as Registered Agent;
3. Affidavit of Capital Contribution.

Also enclosed is our firm's check in the amount of \$1,837.50 in payment of filing fees and certified copy fee for one certified copy.

Please file the first original and return the Certificate of Authority and the certified copy to the above address.

Sincerely,

KENNETH B. WHEELER, LL.M., TAX, P.A.

Kenneth B. Wheeler
Kenneth B. Wheeler, Esq.

KBW/cw
Encls.

cc: Mrs. ~~Nease~~ *Proasley* - wo/encl.

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifyer	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifyer	<i>[Signature]</i>

FILED
OCT 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE
OF
LIMITED PARTNERSHIP**

MICHAEL D. ROSS FAMILY LIMITED PARTNERSHIP

A Florida Limited Partnership
formed pursuant to the
Florida Uniform Limited Partnership Act

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 OCT 18 PM 12:02

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IN ACCORDANCE WITH the Florida Revised Uniform Limited Partnership Law as set for in Section 620.108 of the Florida Statutes, the following Certificate of Limited Partnership is filed for the purpose of forming a Florida Limited Partnership.

1. The name of the Limited Partnership is:

MICHAEL D. ROSS FAMILY LIMITED PARTNERSHIP

2. The name and address of the registered agent for service of process on the Partnership are:

Maxine M. Presley
3 Hickory Lane
Daytona Beach, FL 32118

3. The name and mailing address of the general partner of the partnership are:

**MICHAEL D. ROSS, MAXINE M. PRESLEY
and ROSALIND V. VELTENAAR, co-Trustees,
Trustee of the
MICHAEL D. ROSS REVOCABLE TRUST u/a dtd September 5, 1996
3 Hickory Lane
Daytona Beach, Florida 32118**

4. At the present time there are three partners in the partnership, two of whom are limited partners.

5. The mailing address of the Partnership and the principal address is:

3 Hickory Lane
Daytona Beach, Florida 32118

6. The latest date upon which the Partnership shall dissolve is December 31, 2037.

IN WITNESS WHEREOF, the said Partnership has caused this certificate to be signed by its duly authorized General Partner this 19 day of September, 1996.

Michael D Ross
MICHAEL D. ROSS Co-Trustee of the
Michael D. Ross Revocable Trust
u/a dtd 9-06-96

Maxine M. Presley
MAXINE M. PRESLEY Co-Trustee of the
Michael D. Ross Revocable Trust
u/a dtd 9-06-96

Rosalind V. Veltenaar
ROSALIND V. VELTENAAR Co-Trustee of
the Michael D. Ross Revocable Trust
u/a dtd 9-06-96

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95 OCT 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19 day of September, 1996, by MICHAEL D. ROSS, who is personally known to me (or who has produced a Florida Driver's License as identification).

Kenneth D. Wheeler
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF ORANGE

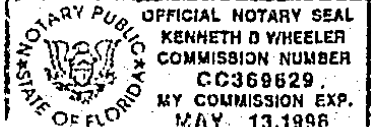
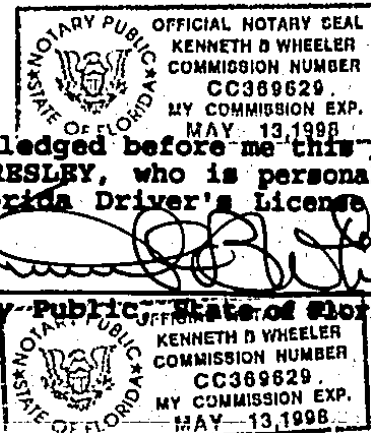
The foregoing instrument was acknowledged before me this 19 day of September, 1996, by MAXINE M. PRESLEY, who is personally known to me (or who has produced a Florida Driver's License as identification).

Kenneth D. Wheeler
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19 day of September, 1996, by ROSALIND V. VELTENAAR, who is personally known to me (or who has produced a Florida Driver's License as identification).

Kenneth D. Wheeler
Notary Public, State of Florida



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MICHAEL D. ROSS FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Fla.Stat. §620.192.

REGISTERED AGENT

Maxine M. Presley
MAXINE M. PRESLEY

96 OCT 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of MICHAEL D. ROSS FAMILY LIMITED PARTNERSHIP, a Florida Limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$2 million.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$2 million.

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.

9-26-96

Michael D. Ross
MICHAEL D. ROSS, General Partner

9-26-96

Maxine M. Presley
MAXINE M. PRESLEY, General Partner

9-26-96

Rosalind V. Veltenaar
ROSALIND V. VELTENAAR,
General Partner

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95 OCT 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A960000 01900



ACCOUNT NO. : 072100000032
 REFERENCE : 495425 86096A
 AUTHORIZATION :
 COST LIMIT : \$ PREPAID

ORDER DATE : August 13, 1997
 ORDER TIME : 11:19 AM
 ORDER NO. : 495425-005
 CUSTOMER NO: 86096A
 CUSTOMER: Michael A. Pyle, Esq
 Kennedy & Pyle, P.a.
 687 Beville Road, Suite A
 South Daytona, FL 32119

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATION
 97 AUG 13 PM 2:22

400002270491-0
 -08/18/97--01154--012
 ****52.50 ****52.50

DOMESTIC AMENDMENT FILING

NAME: MICHAEL D. ROSS FAMILY
 LIMITED PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

TAX _____
 FILING 52.50
 AGENT FEE _____
 COPY _____
 TOTAL 52.50
 V. BANK _____
 BALANCE DUE _____
 OFFIND _____

RECEIVED
 8/13/97
 97 AUG 13 PM 1:17
 DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday
 EXAMINER'S INITIALS:

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MICHAEL D. ROSS FAMILY LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 13 PM 2:22

Pursuant to the provisions of section 620.109, Florida Statutes, the Florida limited partnership, whose certificate was filed with the Florida Department of State on October 10, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment: Paragraph 3 is amended to read as follows:

"3. The name and mailing address of the general partner of the partnership are:

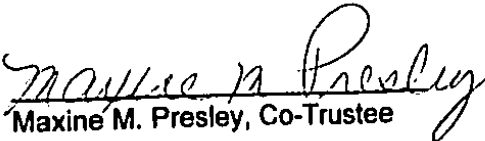
MAXINE M. PRESLEY and ROSALIND V. VELTENAAR, Co-Trustees of
MICHAEL D. ROSS REVOCABLE TRUST u/a dtd September 5, 1996
3 Hickory Lane
Daytona Beach, FL 32118"

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures:

Signature of current general partner:

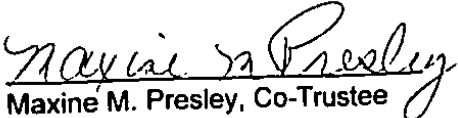
MICHAEL D. ROSS REVOCABLE
TRUST u/a dtd September 5, 1996

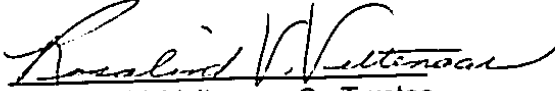

Maxine M. Presley, Co-Trustee


Rosalind V. Veltenaar, Co-Trustee

Signature of new general partner:

MICHAEL D. ROSS REVOCABLE
TRUST u/a dtd September 5, 1996


Maxine M. Presley, Co-Trustee


Rosalind V. Veltenaar, Co-Trustee