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Post Office Box 6327
Tallahassee, Florida 32314

SCOTT H. LANGSTON
ATTORNEY AT LAW

117 SOUTH FLORIDA AVENUE
TALLAHASSEE, FLORIDA 32301
TELEPHONE: 941-688-3639
FAX: 941-687-0917

October 8, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-10/10/96--01066--002
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-10/29/96--01132--002
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RE: Limited Partnership Agreement
Our File No.: 96-271

Dear Sirs:

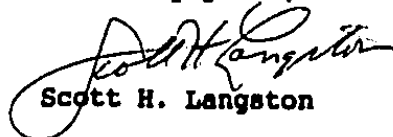
Enclosed please find the following in regard to the referenced matter for filing:

1. Limited Partnership Agreement;
2. Two (2) Certificates of Limited Partnership of Ida Averett;
3. Check in the amount of \$1,750.00.

Please return one of the Certificates of Limited Partnership of S.D. and Ida Averett stamped filed in the self-addressed stamped envelope which I have provided.

If you should have any questions, please feel free to give me a call.

Sincerely yours,


Scott H. Langston

SHL/glz
Enclosures
cc: Mr. and Mrs. Sanford Averett

A96-1957

| | |
|-------------------|--------------|
| Name | <i>RE</i> |
| Availability | <i>10-21</i> |
| Document Examiner | <i>RE</i> |
| Updater | <i>RE</i> |
| Updater Verifier | <i>RE</i> |
| Acknowledgement | <i>RE</i> |
| W. P. Verifier | <i>RE</i> |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
of
S.D. and IDA AVERETT

We, the undersigned, desiring to form a partnership pursuant to the Florida Uniform Limited Partnership Act as set forth in § 620.01 et seq. of the Florida Statutes, do hereby certify:

1. The name of the firm under which such partnership is to be conducted is S.D. and IDA AVERETT FAMILY LIMITED PARTNERSHIP.

2. The character of the business intended to be transacted by the partnership is to engage in the business of real estate investment, and in such other related businesses as may be agreed on by the partners.

3. The mailing address and location of the principal place of business is at 1758 Clarendon Avenue, Lakeland, Florida 33803 in the City of Lakeland, State of Florida.

4. (a) The name and place of residence of each general partner interested in the partnership is as follows:

| Name | Place of Residence |
|-------------------------|--|
| Sanford D. Averett, Jr. | 1758 Clarendon Avenue Lakeland, Florida 33803 |
| Ida M. Averett | 1758 Clarendon Avenue Lakeland, Florida 33803 |

(b) The name and place of residence of each limited partner interested in the partnership are as follows:

| Name | Place of Residence |
|-------------------------|--|
| Sanford D. Averett, Jr. | 1758 Clarendon Avenue Lakeland, Florida 33803 |
| Ida M. Averett | 1758 Clarendon Avenue Lakeland, Florida 33803 |

5. The partnership shall exist for an indefinite term.

6. The limited partners may make such additional contributions to the capital of the partnership as may from time to time be agreed upon by the general partners and the limited partners.

7. An affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached to this certificate of limited partnership.

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8. The agent for service of process is SCOTT H. LANGSTON, whose address is 117 South Florida Avenue, Lakeland, Florida 33801.

In witness whereof, the undersigned have executed this certificate in duplicate this 8TH day of October, 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA





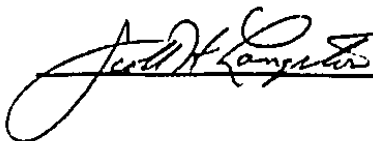
SANFORD D. AVERETT, JR.,
General Partner



WITNESSES AS TO GENERAL
PARTNERS



IDA M. AVERETT
General Partner





SANFORD D. AVERETT, JR.
Limited Partner



WITNESSES AS TO LIMITED
PARTNERS



IDA M. AVERETT
Limited Partner

Having been named to accept service of process for the above stated family limited partnership at the place designated in the Certificate, 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.

Signature: _____

SCOTT H. LANGSTON

Date: _____

October 8, 1996

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners
S.D. and IDA AVERETT FAMILY LIMITED PARTNERSHIP, certify:

The amount of capital contributions to date of the limited
partners is none. The total amount contributed and anticipated
to be contributed by the limited partners at this time totals
\$421,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read
the foregoing and know the contents thereof and that the facts
stated herein are true and correct.

Dated this 8TH day of October, 1996.

[Signature]

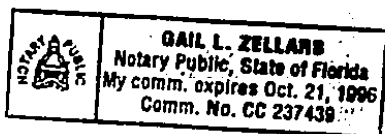
[Signature]
SANFORD D. AVERETT, JR.,
General Partner

[Signature]
WITNESSES AS TO GENERAL
PARTNERS

[Signature]
IDA M. AVERETT
General Partner

STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING instrument was acknowledged before me this 8th
day of October, 1996, by SANFORD D. AVERETT, JR. and IDA
M. AVERETT, who is personally known to me or has produced _____
as identification.



[Signature]
Notary Public
My Commission Expires: _____