

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

A96000002202



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 172430 81579A

AUTHORIZATION :

000002020630--6
-12/05/96--01015--016
***1837.50 ***1837.50

COST LIMIT : \$ PREPAID

ORDER DATE : December 2, 1996

ORDER TIME : 3:43 PM

ORDER NO. : 172430-005

CUSTOMER NO: 81579A

CUSTOMER: L. A. Gornito, Jr., Esq
L. A. GORNT0, JR., ESQ

Suite 400
149-f South Ridgewood Avenue
Daytona, FL 32114

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -3 AM 11:30

DOMESTIC FILING

NAME: THE PONCE FAMILY LIMITED
PARTNERSHIP

EFFECTIVE DATE:

G. TAX _____
FILING 1750.00
R. AGENT FEE 35.00
G. COPY 50.50
TOTAL 1837.50
N. BANK _____
BALANCE DUE _____
FEE/FIND _____

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
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DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**THE PONCE FAMILY LIMITED PARTNERSHIP
a Florida Limited Partnership**

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The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is The Ponce Family Limited Partnership.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the limited partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 57 Comares Avenue, St. Augustine, FL 32084.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida are L. A. Gornito, Jr., Esq., 149-F S. Ridgewood Avenue, Daytona Beach, FL 32114.

4. **General Partner.** The name and business address of the General Partners of the Limited Partnership are as follows:

| <u>Name</u> | <u>Business Address</u> |
|---|--|
| James A. Ponce, Sr. and Jacqueline S. Ponce, as Trustees, or their successor trustee, of the Ponce Irrevocable Trust Dated 11/27/96 | 57 Comares Avenue St. Augustine, FL 32084 |
| James A. Ponce, Sr. and Jacqueline S. Ponce, as Trustees, or their successor trustee, of the James A. Ponce, Sr. Trust Dated 11/27/96 | 57 Comares Avenue St. Augustine, FL 32084 |
| Jacqueline S. Ponce and James A. Ponce, Sr., as Trustees, or their successor trustee, of the Jacqueline S. Ponce Trust Dated 11/27/96 | 57 Comares Avenue St. Augustine, FL 32084 |

5. **Address of Partnership.** The mailing address of the Limited Partnership is 57 Comares Avenue, St. Augustine, FL 32084.

6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2046.

7. **Purposes of Partnership.** The purposes of the Partnership shall be as follows:

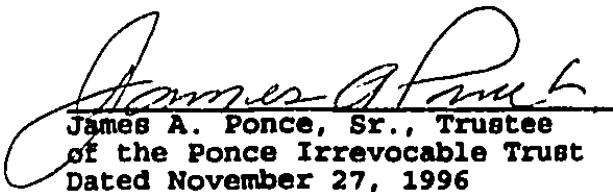
(a) Acquire, own, buy, retain, maintain, sell, invest in, trade, manage, finance, refinance, exchange, or otherwise dispose of stocks, securities, partnership interest, CDs, mutual funds, commodities, investment or brokerage account, and any and all investments or interests whatsoever, that the General Partner may determine from time to time to be in the best long-term interests of the Partnership;

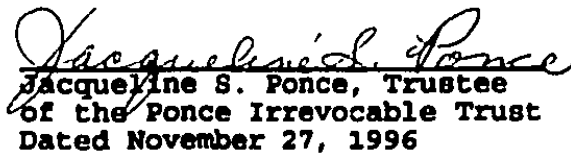
(b) Own, acquire, manage, develop, operate, maintain, retain, buy, sell, exchange, finance, refinance, and otherwise deal with real estate, personal property, and any type of business or property whatsoever, as the General Partner may determine from time to time to be in the best long-term interests of the Partnership; and

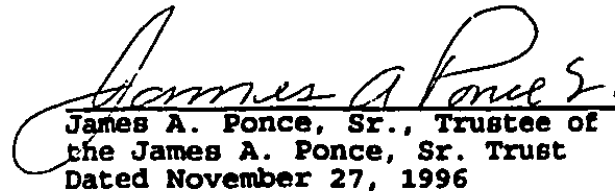
(c) Engage in such other activities as are related or incidental to the foregoing purposes, or to engage in any and all other lawful businesses and other activities as provided or allowed under the Act, as the General Partner may determine from time to time to be in the best long-term interests of the Partnership.

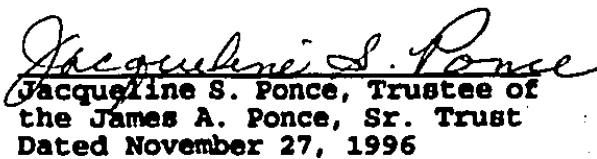
Dated: November 27, 1996
St. Augustine, Florida

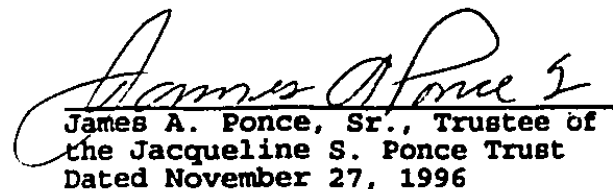
GENERAL PARTNERS:

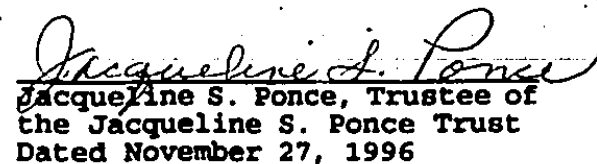

James A. Ponce, Sr., Trustee
of the Ponce Irrevocable Trust
Dated November 27, 1996


Jacqueline S. Ponce, Trustee
of the Ponce Irrevocable Trust
Dated November 27, 1996


James A. Ponce, Sr., Trustee of
the James A. Ponce, Sr. Trust
Dated November 27, 1996


Jacqueline S. Ponce, Trustee of
the James A. Ponce, Sr. Trust
Dated November 27, 1996


James A. Ponce, Sr., Trustee of
the Jacqueline S. Ponce Trust
Dated November 27, 1996


Jacqueline S. Ponce, Trustee of
the Jacqueline S. Ponce Trust
Dated November 27, 1996

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

IN

**THE PONCE FAMILY LIMITED PARTNERSHIP
a Florida Limited Partnership**

The undersigned, who are the General Partners of The Ponce Family Limited Partnership, declare that the capital contributions of the Limited Partners in the Partnership are as follows:

1. The Limited Partners have made capital contributions in the following amounts:

| <u>Name of Limited Partner</u> | <u>Amount of Contribution</u> |
|--|-------------------------------|
| James A. Ponce, Sr. and Jacqueline S. Ponce, as Trustees, or their successor trustee, of the James A. Ponce, Sr. Trust Dated November 27, 1996 | none |
| Jacqueline S. Ponce and James A. Ponce, Sr., as Trustees, or their successor trustee, of the Jacqueline S. Ponce Trust Dated November 27, 1996 | none |

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2. It is anticipated at this time that the Limited Partners listed below will make capital contributions in the future in the following amounts:

| <u>Name of Limited Partner</u> | <u>Amount of Contribution</u> |
|--|-------------------------------|
| James A. Ponce, Sr. and Jacqueline S. Ponce, as Trustees, or their successor trustee, of the James A. Ponce, Sr. Trust Dated November 27, 1996 | \$2,500,000 |
| Jacqueline S. Ponce and James A. Ponce, Sr., as Trustees, or their successor trustee, of the Jacqueline S. Ponce Trust Dated November 27, 1996 | \$2,500,000 |

Dated: November 27, 1996
St. Augustine, Florida

GENERAL PARTNERS:

James A. Ponce, Sr.
James A. Ponce, Sr., Trustee
of the Ponce Irrevocable Trust
Dated November 27, 1996

Jacqueline S. Ponce
Jacqueline S. Ponce, Trustee
of the Ponce Irrevocable Trust
Dated November 27, 1996

James A. Ponce, Sr.
James A. Ponce, Sr., Trustee
of the James A. Ponce, Sr.
Trust Dated November 27, 1996

Jacqueline S. Ponce
Jacqueline S. Ponce, Trustee
of the James A. Ponce, Sr.
Trust Dated November 27, 1996

James A. Ponce, Sr.
James A. Ponce, Sr., Trustee
of the Jacqueline S. Ponce
Trust Dated November 27, 1996

Jacqueline S. Ponce
Jacqueline S. Ponce, Trustee
of the Jacqueline S. Ponce
Trust Dated November 27, 1996

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ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF ST. JOHNS

Sworn to and subscribed before me this 27th day of November, 1996, by James A. Ponce, Sr. and Jacqueline S. Ponce, Trustees of the Ponce Irrevocable Trust Dated November 27, 1996, who are personally known to me or who produced as identification.

Lynn F. Wright
Notary Public
My Commission Expires:



LYNN F. WRIGHT
MY COMMISSION # CC483035 EXPIRES
July 23, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF ST. JOHNS

Sworn to and subscribed before me this 27th day of November, 1996, by James A. Ponce, Sr. and Jacqueline S. Ponce, Trustees of the James A. Ponce, Sr. Trust Dated November 27, 1996, who are personally known to me ~~or who produced~~ _____ as identification.


Notary Public
My Commission Expires:



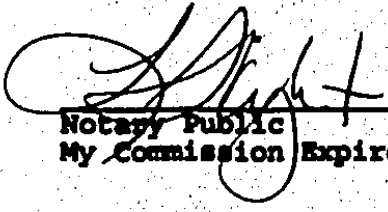
LYNN F. WRIGHT
MY COMMISSION # CC483035 EXPIRES
July 23, 1999
BONDED THRU TROY FARM INSURANCE, INC.

FILED STATIONS
SECRETARY OF CORPORATIONS
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STATE OF FLORIDA

COUNTY OF ST. JOHNS

Sworn to and subscribed before me this 27th day of November, 1996, by James A. Ponce, Sr. and Jacqueline S. Ponce, Trustees of the Jacqueline S. Ponce Trust Dated November 27, 1996, who are personally known to me ~~or who produced~~ _____ as identification.


Notary Public
My Commission Expires:



LYNN F. WRIGHT
MY COMMISSION # CC483035 EXPIRES
July 23, 1999
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR
THE SERVICE OF PROCESS WITHIN THIS STATE

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Pursuant to Chapter 620, Florida Statutes, the following
submitted in compliance with said Act:

THE PONCE FAMILY LIMITED PARTNERSHIP, desiring to organize as
a limited partnership under the laws of the State of Florida with
its registered office at 149-F S. Ridgewood Avenue, Daytona Beach,
FL 32114, has named L. A. Gornito, Jr., located at the above
registered office, as its Registered Agent to accept service of
process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated limited partnership, at the address designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open
said office.

Dated November 27, 1996.



L. A. Gornito, Jr.