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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 177402 7119829

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 5, 1996

ORDER TIME : 1:28 PM

ORDER NO. : 177402-005

CUSTOMER NO: 7119829

CUSTOMER: Ms. Brenda Newman  
BASS & HIGGINBOTHAM, LTD.

Post Office Box 907

Hawthorne, FL 32640-0907

FILED STATIONS  
SECRETARY OF CORPORATIONS  
96 DEC -5 PM 3:31

500002024995--4  
-12/10/96--01127--008  
\*\*\*1837.50 \*\*\*1837.50

DOMESTIC FILING

NAME: BASS & HIGGINBOTHAM, LTD

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
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: Daniel W Leggett

EXAMINER'S INITIALS:

J. TAX FILING 1750.00  
R. AGENT FEE 35.00  
C. COPY 52.50  
TOTAL 1837.50  
N. BANK  
BALANCE DUE  
REFUND

RECEIVED  
96 DEC -5 PM 2:07  
DIVISION OF CORPORATIONS

12/5/96

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

**OF**

**BASS & HIGGINBOTHAM, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -5 PM 3:31

The undersigned general partner files this Certificate of Limited Partnership of **BASS & HIGGINBOTHAM, 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 **BASS & HIGGINBOTHAM, 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 ARE:** The principal place of business is 1730 N.E. 23rd Avenue, Gainesville, Florida 32609; and the mailing address is P. O. Box 907, Hawthorne, Florida 32640-0907.

.3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** Eddie J. Higginbotham, whose business address is 1730 N.E. 23rd Avenue, Gainesville, Florida 32609.

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

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Eddie J. Higginbotham	1730 N.E. 23rd Avenue Gainesville, Florida 32609
Roy F. Bass	1730 N.E. 23rd Avenue Gainesville, Florida 32609

.5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**  
when 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, 2045.

.7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$2,000,000 and it is anticipated that the limited partners may make additional

capital contributions of up to \$1,000,000. The total amount anticipated to be contributed by the limited partners is \$3,000,000.

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

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

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

.8.3 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 3<sup>rd</sup> day of December, 1996.

General Partners

Eddie J. Higginbotham  
EDDIE J. HIGGINBOTHAM

Roy F. Bass  
ROY F. BASS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -5 PM 3:32

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 3 PM 3:32

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

**BASS & HIGGINBOTHAM, LTD.**, desiring to organize or qualify under the laws of the State of Florida hereby designates **EDDIE J. HIGGINBOTHAM** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1730 N.E. 23rd Avenue, Gainesville, Florida 32609.

DATED this 3<sup>rd</sup> day of December, 1996.

General Partner

Eddie J. Higginbotham  
**EDDIE J. HIGGINBOTHAM**

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 3<sup>rd</sup> day of December, 1996.

Eddie J. Higginbotham  
**EDDIE J. HIGGINBOTHAM**