· ····································	
CAPITAL CONNECTION, INC. 417 E. Virginia St., Suke 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address Bost Office Box 10349, Tallahassee, FL 32302	RE: CWB 4-ASSOCIATES OF
HIGUU	Art, of Ing. File
FIRM	Curp. Record Search Ltd, Partnership File Foreign Corp. File () Cert. Copy(e)
PHONE ()	Art. of Amend. Fife* DDD 204880 71 Dissolution/Withdrawal -01/07/9701111012 C U B.
One Day Service Two Day Service To us vis Return via Matter No.: Express Mail No	Name Reservation Annual Report/Reinstatement Reg. Agent Service Document Filing
State Fee \$ Our \$	Corporate Kit Vehicle Search Driving Record Document Retrieval
W94-27079 4 100 1757	UCC 1 or 3 File UCC 11 Search UCC 11 Retrieval File No.'s,Copies
Name Availability F. AGENT FEE COPY TOTAL TOTAL Examiner KWM N. BANK	Courier Service
Updater KyM SALANCE, DUE	
Updater Verifyer KWM	9 (, per
Acknowledgement KWM	DHIBURSED
W. P. Verifyer KWM	SURCHARGE
DATE 12/27/96	SUBTOTAL S S S S S S S S S S S S S S S S S S S
TIME CK No	BALANCE DUE S S TT
WALK-IN WIII Pick Up	Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE THANK YOU 1 1/2% per month on Past Due Amounts From

11-2529-7 PONDER'S INC., THOMASYLLE, GA.



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 27, 1996

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: CWB & ASSOCIATES LIMITED PARTNERSHIP

Ref. Number: W96000027079

We have received your document for CWB & ASSOCIATES LIMITED PARTNERSHIP and your check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned for the following correction(s): LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy (15 pages or less, \$1 for each additional	\$52.50
page after initial 15 pages) Registered Agent/Office Change Name Reservation	\$35
(120 days nonrenewable) Amendment	\$35
(other than specified) Affidavit Decreasing Contributions Affidavit Increasing Contributions \$7 per \$1000 on increase only	\$52.50 \$52.50
(\$52.50 minimum-\$1750 maximum) Certificate of Status or Fact	\$8.75
Cancellation Resignation of Registered Agent LP Annual Report \$7 per \$1000 of invested capital (\$52.50 minimum - \$437.50 maximum) plus Supplemental Fee of \$138.75 Reinstatement	\$52.50 \$87.50
Templatatom	



(\$500 for each year or part thereof the partnership was revoked plus the delinquent annual report fees)
The total amount due is \$1785.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning Corporate Specialist

Letter Number: 196A00057498

CERTIFICATE OF LIMITED PARTNERSHIP OF CWB & ASSOCIATES LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF CWB & ASSOCIATES ST LIMITED PARTNERSHIP, (the "Partnership") is being executed by the undersigned for the purpose of forming a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act.

FIRST:

The name of the Limited Partnership is CWB & ASSOCIATES LIMITED

PARTNERSHIP.

SECOND:

The address of the office of the Partnership where the records will be

maintained is 451 Central Park Drive, Largo, Florida 33771.

THIRD:

The name and address of the agent for service of process is WILLIAM K.

LOVELACE, 2310 West Bay Drive, Largo, Florida 33770.

FOURTH:

The names, business address and mailing address of each General Partner is

as follows:

Douglas K. Brane, as Trustee of the Douglas K. Brane Partnership Trust dated December 26, 1996 451 Central Park Drive Largo, Florida 33771

FIFTH:

The mailing address of the Limited Partnership is 451 Central Park Drive,

Largo, Florida 33771. The mailing address and the principal place of business

address are the same.

SIXTH:

The latest date on which the Limited Partnership is to dissolve is fifty years

from the date this Certificate is filed with the Secretary of State of Florida.

I, the undersigned General Partner, declare under penalties of perjury that I have examined the foregoing and it is true, correct and complete.

DATED this 26 day of December, 1996.

DOUGLAS K BRANE, as Trustee of the DOUGLAS K. BRANE PARTNERSHIP

TRUST

"General Partner"

Sar 3 Magazilla

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THE UNDERSIGNED, DOUGLAS K. BRANE, as Trustee of the DOUGLAS K. BRANE PARTNERSHIP TRUST, as General Partner of the CWB & ASSOCIATES LIMITED PARTNERSHIP, a Florida Limited Partnership being formed pursuant to Florida Statute § 620.108, does hereby, under penalty of perjury and to the best of the undersigned's knowledge and belief, declare as follows:

The amount of capital contribution of the Limited Partners and the amount anticipated to be contributed by the Limited Partners with respect to the Partnership is \$3,000,000.00.

FURTHER, Affiant sayeth not.

DATED this 26 day of December, 1996.

DOUGLAS K. BRANE as Trustee of the DOUGLAS K. BRANE PARTNERSHIP TRUST

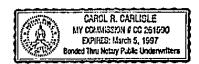
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared DOUGLAS K. BRANE, as Trustee of the DOUGLAS K. BRANE PARTNERSHIP TRUST, who expressed that he executed the foregoing Affidavit for the purposes therein expressed.

WITNESS my official hand and seal this 21 day of December, 1996.

Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and this Certificate of Limited Partnership, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

WILLIAM K. LOVELACE, ESQUIRE 2310 West Bay Drive Largo, Florida 33770

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

WILLIAM K. LOVELACE, ESQUIRE