

A97000001793

TODD WATSON
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August 19, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: The Williams Limited Partnership

Dear Mr. Secretary:

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-08/20/97--01082--001
***1837.50 ***1837.50

Enclosed are the following:

1. Certificate of The Williams Limited Partnership;
2. Acceptance of Appointment as Registered Agent;
3. Affidavit of Capital Contributions; and
4. Our check #203 in the amount of \$1,837.50 of which \$1,750.00 represents the filing fee for the Limited Partnership, \$35.00 represents the registered agent fee and \$52.50 represents the fee for a certified copy of the Certificate of Limited Partnership.

Please file these documents on behalf of The Williams Limited Partnership.
Please contact our office should you have any questions concerning this matter.

Sincerely,

Name	Todd Watson
Availability	Attorney at Law
	DCC
Enclosures	DCC
	TW/avc
	DCC
	WILLIAMSUCSTLTR.DCC
	DCC
	DCC
W. P. A. 1997	DCC

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DIVISION OF CORPORATIONS
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TC
\$1,000,000.00

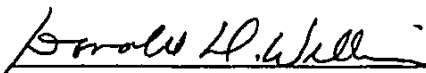
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CERTIFICATE OF THE WILLIAMS LIMITED PARTNERSHIP

THIS CERTIFICATE is executed on the 12th day of August, 1997, with respect to the agreement of The Williams Limited Partnership ("the Partnership").

1. Name. The Partnership's name is The Williams Limited Partnership.
2. Partnership's Business. The Partnership's business is owning, developing, leasing, managing, and selling real estate, and all other related acts. The Partnership may also do all other acts permitted for limited partnerships under the laws of the State of Florida.
3. Partnership's Address: The Partnership's principal place of business address and mailing address is 6034 Richards Street, Jacksonville, Florida, 32216.
4. Registered Agent. The street and mailing address of the registered agent of the Partnership is D. D. Williams and the name of the registered agent at that address is Donald D. Williams.
5. General Partner. D. D. Williams, Inc., a validly existing Florida Corporation # 356898, is the sole general partner, and its principal place of business and mailing address is 6034 Richards Street, Jacksonville, Florida, 32216.
6. Dissolution. The latest date on which the limited partnership is to be dissolved and its affairs wound up is December 31, 2027.


IN WITNESS WHEREOF, the undersigned as President of D. D. Williams, Inc., the Partnership's general partner, has signed and sealed this certificate, on the day and year first above written.


Donald D. Williams, as President of
D. D. Williams, Inc., General Partner

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**STATE OF FLORIDA
COUNTY OF DUVAL**

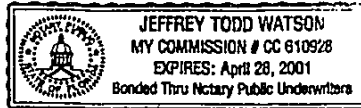
The foregoing instrument was acknowledged in my presence this 12th day of August, 1997, by, Donald D. Williams, as President of D. D. Williams, Inc., on behalf of D. D. Williams, Inc. as general partner, who is personally known to me or who has produced Florida Driver's License Number W452-184-32-190-0, as identification.



Signature of Notary Public

Jeffrey Todd Watson
Notary's Printed Name

Notary's Seal:



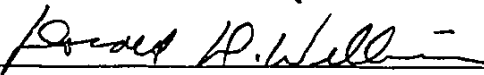
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

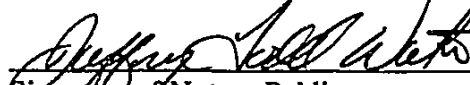
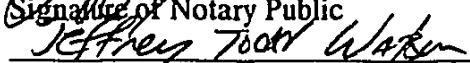
Having been named as registered agent for The Williams Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Statutes Section 620.192.

REGISTERED AGENT


Donald D. Williams, as President of
D. D. Williams, Inc., General Partner of
The Williams Limited Partnership

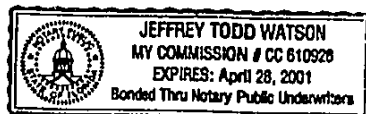
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged in my presence this 12th day of August, 1997, by, Donald D. Williams, as President of D. D. Williams, Inc., the General Partner of The Williams Limited Partnership, who possesses all necessary corporate authority for this action and who is personally known to me or who has produced Florida Driver's License Number W452-184-32-190-0, as identification.


Signature of Notary Public

Notary's Printed Name

Notary's Seal:

WILLIAM.LTDPTVACCREGAG.DOC



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, as President of D. D. Williams, Inc. the general partner of The Williams Limited Partnership, a Florida Limited Partnership, certifies as follows:


The amount of capital contributions to date of the limited partners is One Million Dollars (\$1,000,000.00).

The total amount contributed and anticipated to be contributed by the limited partners at this time totals One Million Dollars (\$1,000,000.00).

This 12th day of August, 1997.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


Donald D. Williams, as President of
D. D. Williams, Inc., General Partner of
The Williams Limited Partnership

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STATE OF FLORIDA
COUNTY OF DUVAL

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Signature of Notary Public

Jeffrey Todd Watson
Notary's Printed Name

Notary's Seal:

