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October 17, 1997

FREDERICK B. KARL
OF COUNSEL

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/20/97--01107--001
***1793.75 ***1793.75

Re: Johnson Investments, Ltd.
Our File No. 6226-001-16-1

Gentlemen:

Enclosed are the original of the Affidavit of Capital Contributions and the Certificate of Limited Partnership of Johnson Investments, Ltd. together with the Addendum to Certificate of Limited Partnership of Johnson Investments, Ltd. Also, enclosed is our client's check in the amount of \$1,793.75 which covers the filing fee, registered agent fee and certificate of status.

Please file the enclosed documents and return the certificate of status to the attention of the undersigned.

Let me know right away if you need any additional information.

Sincerely,

Michael D. Annis
Michael D. Annis

MDA:ak

6226-001-453482

97 OCT 22 1997
SECRETARY OF STATE
FILED

Name	<i>Michael D. Annis</i>
Availability	<i>OK</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgement	<i>OK</i>
W. P. Verifier	<i>OK</i>

**CERTIFICATE OF LIMITED PARTNERSHIP OF
JOHNSON INVESTMENTS, LTD.**

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. Name of Partnership. The name of the Partnership shall be **JOHNSON INVESTMENTS, LTD.**

2. Address of Recordkeeping Office; Agent for Service of Process. The records to be kept pursuant to Florida Statute Section 620.106 shall be located at **320 Gasparilla Street, Boca Grande, Florida 33921** and the name of the Partnership's agent for service of process at said address is **CARRIE M. JOHNSON.**

3. Names and Business Addresses of the General Partners. The names and addresses of the General Partners are as follows:

<u>Name</u>	<u>Address</u>
Carrie M. Johnson	320 Gasparilla Street Boca Grande, Florida 33921
Robert W. Johnson	324 Whitehead Street Key West, Florida 33040

4. Mailing Address for the Limited Partnership. The mailing address for the Limited Partnership shall be located at **320 Gasparilla Street, Boca Grande, Florida 33921.** P.O. Box 156

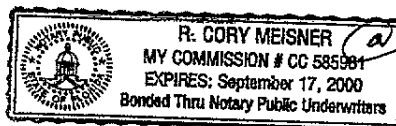
5. Term. The term for which the Partnership is to exist shall be fifty (50) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for the **JOHNSON INVESTMENTS, LTD.**

DATED this 23rd day of September, 1997.

GENERAL PARTNERS:

Carrie M. Johnson
CARRIE M. JOHNSON

Robert W. Johnson
ROBERT W. JOHNSON



Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, 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.

Carrie M. Johnson
CARRIE M. JOHNSON

6226-001-441871

FILED
07 OCT 20 PM 4:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ADDENDUM
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
JOHNSON INVESTMENTS, LTD.

In executing the Certificate of Limited Partnership of Johnson Investments, Ltd., it is necessary to clarify for purposes of receiving delivery of mail via the United States Postal Service the present address of the partnership. Accordingly, paragraph 4 is to be amended as follows:

"4. Mailing Address for the Limited Partnership.
The mailing address for the Limited Partnership shall be Post Office Box 156, Boca Grande, Florida 33921. The street location for the partnership is 320 Gasparilla Street, Boca Grande, Florida 33921."

Therefore, this Addendum is to become a part of and is to be attached to the Certificate of Limited Partnership of Johnson Investments, Ltd.

6226-001-453459

FILED
97 OCT 20 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

We, **CARRIE M. JOHNSON** and **ROBERT W. JOHNSON**, the General Partners of the **JOHNSON INVESTMENTS, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certify as follows:

1. The limited partners have contributed \$ 1,000,000.00 of capital to the Partnership.

2. It is anticipated that \$ 200,000.00 of additional contributions may be contributed by the limited partners in the future.

This 23rd day of September, 1997.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNERS:

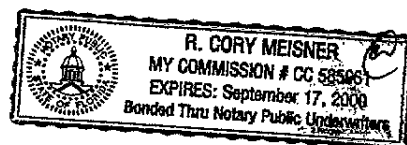
Carrie M. Johnson
CARRIE M. JOHNSON
Robert W. Johnson
ROBERT W. JOHNSON

FILED
970920 PM 4:30
CLERK OF DISTRICT COURT
JULIA C. CROFT
STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 23rd day of September, 1997, by **CARRIE M. JOHNSON**, who is personally known to me or who has produced _____ as identification.

R. Cory Meisner
NOTARY PUBLIC
Name: R. Cory Meisner
Serial #: CC 585961
My Commission Expires: 9/17/00

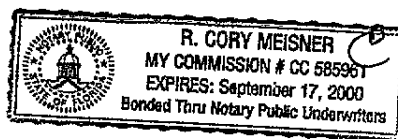


STATE OF FLORIDA
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 25th
day of September, 1997, by **ROBERT W. JOHNSON**, who is
personally known to me or who has produced FL DL # J525 779 38420
as identification.

R. Cory Meisner
NOTARY PUBLIC
Name: R. Cory Meisner
Serial #: CC 895961
My Commission Expires:

6226-001-441871



FILED
97 OCT 20 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA