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OCT 22 AM 11:10
DIVISION OF CORPORATION
SECRETARY OF CORPORATIONS
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FILING COVER SHEET

REFERENCE: 0171.774
DATE: 22 OCT 97
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
300002329133--6
-10/24/97-01071-016
***1837.50 ***1837.50

TELEPHONE: 222-1173

SUBJECT: THE Martha H. Davis Family
Partnership, LTD.

STATE FEES PREPAID WITH CHECK # 738497 FOR \$ 1,837.50
C. TAX FILING 1750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. BANK BALANCE DUE
REFUND

PLEASE FILE:

- ARTICLES OF INC. AMENDMENT DISSOLUTION ANNUAL REPORT
- QUALIFICATION LIMITED PARTNERSHIP ANNUAL REPORT
- FICTITIOUS NAME LIMITED LIABILITY REINSTATEMENT
- UCC-1 UCC-3

PROVIDE US WITH:

- CERTIFIED COPY CERTIFICATE OF STATUS STAMPED COPY

Examiner's Initials

BK 10/22/97

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE MARTHA H. DAVIS FAMILY PARTNERSHIP, LTD.**

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The undersigned General Partners, desiring to form a limited partnership (the "Partnership") pursuant to the Florida Revised Uniform Limited Partnership Act (1986), Sections 620.101-620.192 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is "The Martha H. Davis Family Partnership, Ltd."

2. The address of the office of the Partnership, as referred to in Section 620.105 of the Florida Statutes, is 1620 Mayflower Court, Apt. A-312, Winter Park, Florida 32792-2500.

3. The name and address of the agent for service of process on the Partnership shall be Harry J. Davis, at 1620 Mayflower Court, Apt. A-312, Winter Park, Florida 32792-2500.

4. The names and business addresses of the General Partner are:

<u>Name</u>	<u>Address</u>
Harry J. Davis	1620 Mayflower Court, Apt. A-312 Winter Park, Florida 32792-2500.
Robert M. Davis	3417 Oakwater Pointe Drive Orlando, Florida 32812

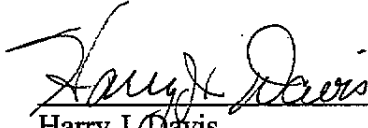
5. The mailing address for the Partnership is 1620 Mayflower Court, Apt. A-312, Winter Park, Florida 32792-2500.

6. The latest date upon which the Partnership shall dissolve is December 31, 2046.


7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by or on behalf of any General Partner. Any person dealing with the Partnership or its property shall be entitled to rely fully upon any deed, mortgage, bill of sale, contract, lease, sublease, note or other written instrument signed by or on behalf of any General Partner in the name of and/or on behalf of the Partnership.

This Certificate of Limited Partnership was executed by the General Partners this 30th day of ~~August~~ SEPTEMBER 1997.

GENERAL PARTNERS:



Harry J. Davis

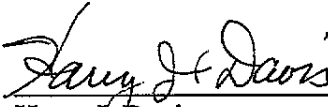


Robert M. Davis

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.



Harry J. Davis

~~SEPTEMBER~~
Date: August 30, 1997

STATE OF FLORIDA

COUNTY OF ORANGE

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared HARRY J. DAVIS and ROBERT M. DAVIS, the general partners of THE MARTHA H. DAVIS FAMILY PARTNERSHIP, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$2,836,608.00.

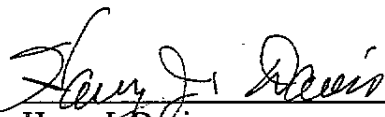
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$0.

FURTHER AFFIANTS SAY YETH NOT.

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

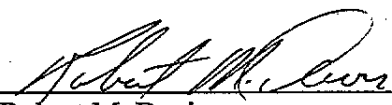
GENERAL PARTNERS:

SEPTMBER
Date: August 30, 1997



Harry J. Davis

SEPTMBER
Date: August 30, 1997



Robert M. Davis

Sworn to and subscribed before me this ^{September} 30~~th~~ day of August 1997, by HARRY J. DAVIS. Said person (check one) is personally known to me, produced a driver's license

(issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____



Malinda L. Tedrow
My Commission CC619674
Expires March 15 2001

Malinda L. Tedrow
Print Name: Malinda L. Tedrow
Notary Public, State of Florida
Commission No.: CC619674
My Commission Expires: 3-15-2001

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Sworn to and subscribed before me this 30th day of September ~~August~~ 1997, by ROBERT M. DAVIS. Said person (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____



Malinda L. Tedrow
My Commission CC619674
Expires March 15 2001

Malinda L. Tedrow
Print Name: Malinda L. Tedrow
Notary Public, State of Florida
Commission No.: CC19674
My Commission Expires: 3-15-2001