



**THE UNITED STATES  
CORPORATION**  
COMPANY

# A97000002350

ACCOUNT NO. : 072100000032

REFERENCE : 581756 4351925

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 29 PM 1:08

ORDER DATE : October 29, 1997

ORDER TIME : 9:23 AM

ORDER NO. : 581756-010

CUSTOMER NO: 4351925

CUSTOMER: Frank J. Yong, Esq  
CONE YONG & HOUSTON, P.A.

Po Box 4550 (32201)  
1050 Riverside Avenue  
Jacksonville, FL 32204

*File*  
*2nd*

700002335097--1  
-10/31/97--01061--010  
\*\*\*1837.50\*\*\*1837.50

DOMESTIC FILING

NAME: POWELL FAMILY LIMITED  
PARTNERSHIP

EFFECTIVE DATE:

G. TAX \_\_\_\_\_  
FILING 17.50 00  
R. AGENT FEE 35 00  
C. COPY 52.50  
TOTAL 103.50  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

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: Warren Whittaker

EXAMINER'S INITIALS:

(5) 10/29/97  
RECEIVED  
97 OCT 29 AM 10:35  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 20, 1997

CHRISTOPHER SMITH  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: POWELL FAMILY LIMITED PARTNERSHIP  
Ref. Number: W97000023838

We have received your document for POWELL FAMILY LIMITED PARTNERSHIP and check(s) totaling \$1837.50. However, your check(s) and document are being returned for the following:

Before this partnership can be filed, the general partner must complete its incorporation.

ALSO, as you will be changing the name of the corporate general partner, please change the general partner's name throughout these partnership documents.

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 697A00051117

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

**OF**

**POWELL FAMILY LIMITED PARTNERSHIP**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned general partner files this Certificate of Limited Partnership of POWELL FAMILY LIMITED PARTNERSHIP 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 POWELL FAMILY LIMITED PARTNERSHIP.

.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 IS:** 534 Marina Point Drive, Daytona Beach, Florida 32114, mailing address: P.O. Box 2193, Daytona Beach, Florida 32115.

.3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** John H. Powell, whose business address is 534 Marina Point Drive, Daytona Beach, Florida 32114.

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

**NAME**

John H. Powell Investments, Inc.

**ADDRESS**

P.O. Box 2193  
Daytona Beach, Florida 32115

.5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**  
~~October 16, 1997~~, or when this Certificate is filed with the Secretary of State, if later.

.6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2027.

.7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$4,500,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$2,000,000. The total amount anticipated to be contributed by the limited partners is \$6,500,000.

.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 16<sup>th</sup> day of October, 1997.

John H. Powell Investments, Inc.,  
General Partner

  
John H. Powell, President

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

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

**POWELL FAMILY LIMITED PARTNERSHIP**, desiring to organize or qualify under  
the laws of the State of Florida hereby designates **JOHN H. POWELL** as its registered  
agent to accept service of process within the State of Florida and the address of its  
registered office shall be 534 Marina Point Drive, Daytona Beach, Florida 32114.

DATED this 16<sup>th</sup> day of October, 1997.

**JOHN H. POWELL INVESTMENTS, INC.**

By   
Its President

General Partner

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 16<sup>th</sup> day of October, 1997.

  
JOHN H. POWELL

FILED  
SECRETARY OF CORPORATIONS  
OCT 29 4 11 PM '97