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AUSLEY & MCMURLEN

ATTORNEYS AND COUNSELORS AT LAW

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P.O. BOX 391 (ZIP 32302)

TALLAHASSEE, FLORIDA 32301

(850) 224-9115 FAX (850) 222-7560

November 3, 1997

HAND DELIVERY

FILED  
97 NOV -3 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Division of Corporations  
Limited Partnership Section  
409 East Gaines Street  
Tallahassee, Florida 32301

RE: William W. Goode, Jr. Limited Partnership

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Certificate of Limited Partnership, Certificate of Designation of Registered Agent/Registered Office, and Affidavit of Capital Contributions for the above-referenced Limited Partnership. Our check for \$1,785 also is enclosed.

Please date stamp the enclosed copies, which will be picked-up by our messenger.

If you have any questions, please call.

Sincerely,

*David J. Hull/w*

David J. Hull

DJH/cv  
Enclosures

djh\fmly-ltd\goode\ltr.sos

000002338670--9  
-11/05/97-01049-012  
\*\*\*1785.00 \*\*\*1785.00

C. TAX \_\_\_\_\_  
FILING 1750  
R. AGENT FEE 35  
D. COMP \_\_\_\_\_  
TOTAL 1785  
N. SALES \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

RECEIVED  
97 NOV -3 AM 10:01  
DIVISION OF CORPORATION

3/2  
11/3/97

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
WILLIAM W. GOODE, JR. LIMITED PARTNERSHIP,  
A FLORIDA LIMITED PARTNERSHIP**

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TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby states the following:

1. The name of the Partnership is the William W. Goode, Jr. Limited Partnership (the "Partnership").

2. The mailing address and principal place of business of the Partnership is 1320 Piedmont Drive, Tallahassee, Florida 32312.

3. The name and address of the agent for service of process on the Partnership is Martha Anne Proctor, 1320 Piedmont Drive, Tallahassee, Florida 32312

4. The names and business addresses of the General Partners are as follows:

Martha Anne Proctor  
1320 Piedmont Drive  
Tallahassee, Florida 32312

George F. Goode  
2815 McIntire Road  
Morrow, Ohio 45152

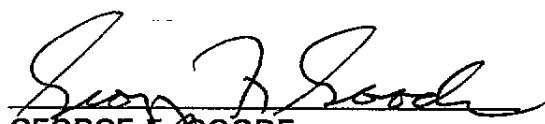
5. The latest date upon which the Partnership shall dissolve is December 31, 2051.

6. The effective date of this Certificate of Limited Partnership shall be upon filing.

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the General Partners of the William W. Goode, Jr. Limited Partnership on this 31st day of October, 1997.

  
MARTHA ANNE PROCTOR

  
GEORGE F. GOODE

**AFFIDAVIT OF CAPITAL CONTRIBUTION**

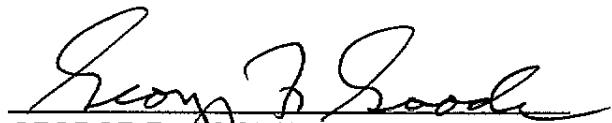
The undersigned, MARTHA ANNE PROCTOR and GEORGE F. GOODE, as General Partners of the William W. Goode, Jr. Limited Partnership, a Florida limited partnership (the "Partnership"), 1320 Piedmont Drive, Tallahassee, Florida 32312, certify as follows:

1. The total amount of capital contributions to the Partnership made by the initial Limited Partner is \$ 828,000.00.
2. Additional capital contributions are anticipated to be contributed by the Limited Partner to the Partnership in the amount of \$ 72,000.00.

FURTHER AFFIANTS SAITH NOT.

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

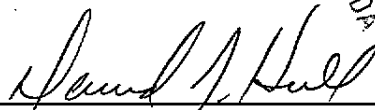
  
MARTHA ANNE PROCTOR,  
as General Partner

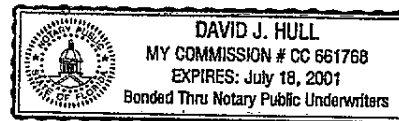
  
GEORGE F. GOODE,  
as General Partner

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97 NOV -3 AM 10:12  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

STATE OF FLORIDA  
COUNTY OF LEON


The foregoing instrument was acknowledged before me this 31st day of October, 1997, by WILLIAM W. GOODE, JR., as Limited Partner, who is personally known to me ~~or who produced~~ \_\_\_\_\_  
~~as identification and who did not take an oath.~~

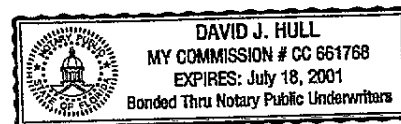
  
\_\_\_\_\_  
Signature of Notary Public  
Notary Stamp/Seal:



STATE OF FLORIDA  
COUNTY OF LEON

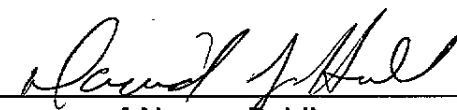
The foregoing instrument was acknowledged before me this 31st day of October, 1997, by MARTHA ANNE PROCTOR, as General Partner, who is personally known to me and who did not take an oath.

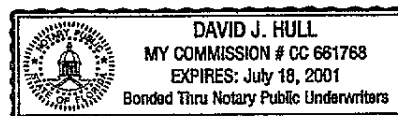
  
\_\_\_\_\_  
Signature of Notary Public  
Notary Stamp/Seal:



STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 31st day of October, 1997, by GEORGE F. GOODE, as General Partner, who is personally known to me or who produced \_\_\_\_\_  
as identification and who did not take an oath.

  
\_\_\_\_\_  
Signature of Notary Public  
Notary Stamp/Seal:



djh\fmly-ltd\goode\cap-ctrb.aff

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 620.105 AND 620.192, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited partnership is:

**WILLIAM W. GOODE, JR. LIMITED PARTNERSHIP**

2. The name and address of the registered agent and office are:

**Martha Anne Proctor  
1320 Piedmont Drive  
Tallahassee, Florida 32312**

*Having been named as registered agent and 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: October 31, 1997

  
**MARTHA ANNE PROCTOR**