

A97000002696



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 631311 4352702

AUTHORIZATION :

COST LIMIT : \$ ~~1802.50~~

RECEIVED
DIVISION OF CORPORATION
DEC 11 PM 12:16

ORDER DATE : December 11, 1997 \$1837.50

ORDER TIME : 11:12 AM

ORDER NO. : 631311-015

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34236

400002369314--2

DOMESTIC FILING

NAME: OLD OAKS, LTD.

EFFECTIVE DATE:

 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: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 DEC 11 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/11/97

3/1

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
OLD OAKS, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner, 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 limited partnership is "Old Oaks, Ltd."

2. The address of the office of the limited partnership is c/o:

McLeod Development, Inc.
916 Indian Beach Drive
Sarasota, Florida 34234

3. The name and address of the agent for service of process on the limited partnership is:

Richard E. McLeod, Jr.
916 Indian Beach Drive
Sarasota, Florida 34234

4. The name and business address of the General Partner is:

McLeod Development, Inc.
916 Indian Beach Drive
Sarasota, Florida 34234

P 97600104435

5. The mailing address of the limited partnership is c/o:

McLeod Development, Inc.
916 Indian Beach Drive
Sarasota, Florida 34234

6. The latest date upon which the limited partnership shall dissolve is January 1, 2025.

FILED
97 DEC 11 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The execution of this Certificate by the undersigned General Partner 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 the General Partner of Old Oaks, Ltd., this the 10th day of December, 1997.

McLeod Development, Inc.
a Florida corporation

By:

Richard E. McLeod, Jr.
Richard E. McLeod, Jr.
As Its President
"General Partner"

FILED
DEC 11 PM 4:17
SECRETARY OF STATE
ALABAMA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Old Oaks, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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.

Richard E. McLeod, Jr.
Richard E. McLeod, Jr.
"Registered Agent"

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

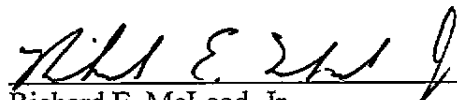
BEFORE ME, the undersigned authority, personally appeared Richard E. McLeod, Jr., as President of McLeod Development, Inc., a Florida corporation, which is the General Partner of Old Oaks, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership by the Limited Partners is \$675,000.

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

FURTHER AFFIANT SAYETH NAUGHT.

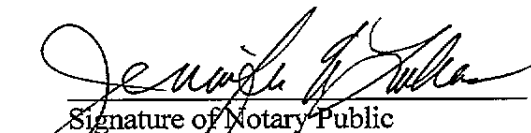
Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.


Richard E. McLeod, Jr.

SWORN TO AND SUBSCRIBED before me this 10th day of December 1997 by Richard E. McLeod, Jr. who is personally known to me or who has produced Driver's license as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)




Signature of Notary Public
Jennifer F. Lukas
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on
4-27-2001.

FILED
97 DEC 11 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA