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ATTORNEYS AND COUNSELORS AT LAW
8810 GOODBY'S EXECUTIVE DRIVE - SUITE A
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R. DENISE JOHNSON

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LL.M. - TAXATION

MICHAEL H. ASHY
M.I.B. - INTERNATIONAL BUSINESS

November 14, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/17/97--01046--004
*****35.00 *****35.00
52.50 52.50

Re: Limited Partnership Filing

Dear Sir/Madam:

Enclosed please find the following:

1. Affidavit of Capital Contributions;
2. Acceptance of Appointment of Registered Agent;
3. Certificate of Limited Partnership of Heritage Financial, LTD.; and
4. Check in the amount of \$52.50.

Please file the documents and register Heritage Financial, LTD. as a Florida limited partnership.

Thank you for your time and effort, Should you have any questions or comments, please contact our office.

Sincerely,

Keith H. Johnson

FILED
8 JAN -2 PM 12: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	Keith H. Johnson
Availability	KHJ:MHA/jv
Document	Enclosures
Examiner	As Stated
Updater c:	Ronald F. LeGrand
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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December 29, 1997

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*****35.00 *****35.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 62314

Attention: Ms. Diane Cushing

Re: Limited Partnership Filing for Heritage Financial, Ltd., of
Jacksonville

Dear Ms. Cushing:

Enclosed please find the following:

1. Affidavit of Capital Contributions;
2. Acceptance of Appointment of Registered Agent;
3. Certificate of Limited Partnership of Heritage Financial, Ltd., of Jacksonville; and
4. Law firm check in the amount of \$35.00 for designating a registered agent for the above-listed limited partnership.

Pursuant to your request, we have made the following changes to the documents:

1. We have changed the name of the limited partnership from Heritage Financial, Ltd. to Heritage Financial, Ltd., of Jacksonville.
2. We have added the following language to Paragraph 1 of the Affidavit of Capital Contributions: "which has no value."

In our first attempt at filing, we enclosed our law firm check number 3996 in the amount of \$52.50 which your office retained pending these changes, which we now make.

Please file the documents and register Heritage Financial, Ltd., of Jacksonville as a Florida Limited partnership.

Thank you for your time and effort. Should you have any questions or comments, please contact our office.

Sincerely,

A handwritten signature in black ink, appearing to read "M. Ashy".

Michael Ashy
MA:cr

Enclosures

As Stated (4)

c: Ron LeGrand



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1997

KEITH H. JOHNSON
JOHNSON AND JOHNSON, P.A.
8810 GOODBY'S EXECUTIVE DRIVE, SUITE A
JACKSONVILLE, FL 32217

SUBJECT: HERITAGE FINANCIAL, LTD.
Ref. Number: W97000026042

We have received your document for HERITAGE FINANCIAL, LTD. and check(s) totaling \$52.50 of which \$52.50 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$1732.50 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy	\$52.50
(15 pages or less, \$1 for each additional page after initial 15 pages)	
Registered Agent/Office Change	\$35
Name Reservation	
(120 days nonrenewable)	\$35
Amendment	
(other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions	

\$7 per \$1000 on increase only (\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report	
\$7 per \$1000 of invested capital (\$52.50 minimum - \$437.50 maximum) plus Supplemental Fee of \$138.75	
Reinstatement	
(\$500 for each year or part thereof the partnership was revoked plus the delinquent annual report fees)	

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 097A00055259

**CERTIFICATE OF LIMITED PARTNERSHIP OF
HERITAGE FINANCIAL, LTD., OF JACKSONVILLE**

(a Florida limited partnership)

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the partnership is Heritage Financial, LTD., of Jacksonville.

2. The address of the office of the partnership is 9799 Old St. Augustine Road, Jacksonville, Florida 32257.

3. The name and address of the agent for service of process on the partnership are Northside Funding, Inc., 9799 Old St. Augustine Road, Jacksonville, Florida 32257.

4. The name and business address of the sole general partner are Northside Funding, Inc., 9799 Old St. Augustine Road, Jacksonville, Florida 32257.

5. The mailing address of the partnership is 9799 Old St. Augustine Road, Jacksonville, Florida 32257.

6. The latest date upon which the partnership shall dissolve is May 7, 2020.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000026993

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of Heritage Financial, LTD., of Jacksonville this 4th day of November, 1997.

GENERAL PARTNER:

NORTHSIDE FUNDING, INC.

By: *Ronald F. LeGrand*
Ronald F. LeGrand, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Ronald F. LeGrand, President of Northside Funding, Inc., the sole general partner of Heritage Financial, LTD., of Jacksonville (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, five million one hundred seventy-five thousand (5,175,000) shares of stock of Success Development International, Inc., which has no value.

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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

Ronald F. LeGrand
Applicant
Ronald F. LeGrand

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18 day of DECEMBER, 1997 by Ronald F. LeGrand, who is personally known to me or who has produced PERSONALLY KNOWN as identification and who did (did not) take an oath.

(SEAL)

[Signature]
NOTARY PUBLIC
R. H. FULLER
MY COMMISSION # CC 357030
EXPIRES: April 29, 1998
Bonded Thru Notary Public Underwriters

Printed Name

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1998 JAN - 2 PM 12: 20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Heritage Financial, LTD., of Jacksonville, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, 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.

REGISTERED AGENT:

NORTHSIDE FUNDING, INC.

By: *Ronald F. LeGrand*
Ronald F. LeGrand
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN - 2 PM 12: 20

FILED