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SHULER, PLANK, MORGAN & BRAHM  
A LEGAL PROFESSIONAL ASSOCIATION

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MARK A. PETERSON  
FRANKLIN E. ECK, JR.  
SAMANTHA A. SHULER

November 20, 1997

**VIA CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Florida Secretary of State  
Division of Corporations  
Attention: Limited Partnership Section  
P.O. Box 6327  
Tallahassee, Florida 32314

500002357095--0  
-11/25/97--01081--001  
\*\*\*1785.00 \*\*\*1785.00

Re: The Clements Limited Partnership

Dear Sir or Madam:

Enclosed find for filing with your office two originally executed Certificates of Limited Partnership for The Clements Limited Partnership. Also enclosed find a check in the amount of \$1,785.00 for the filing fee (\$1,750.00) and the designation of registered agent (\$35.00).

Please acknowledge receipt of this filing by returning a date-stamped copy of the Certificate in the enclosed self-addressed, stamped envelope.

If you have any questions, please call me.

Thank you for your assistance.

Sincerely,

*Jennifer M. Rabe*

Jennifer M. Rabe  
Paralegal

Name	Availability
Document Examiner	DCC
Updater	DCC
Preparer	JMR/mm
Enclosures	DCC
cc:	Alan S. Acker, Esq.
Who	DCC
W. P. Verifier	DCC

FILED  
JAN 29 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TC  
\$2,647,500.00

W97000026854

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**ALAN S. ACKER**  
**ATTORNEY AT LAW**

326 SOUTH HIGH STREET  
SUITE 500  
COLUMBUS, OHIO 43215-4525

614-220-8877  
FACSIMILE 614-220-8876

January 5, 1998

Diane Cushing  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: *THE CLEMENTS FAMILY LIMITED PARTNERSHIP*  
*Ref. Number: W97000026854*  
*Letter Number: 497A00056882*

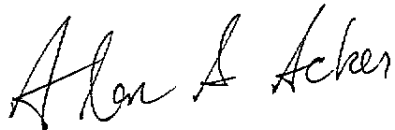
Dear Ms. Cushing:

Please find enclosed a copy of your letter of December 2, 1997, to Jennifer Rabe concerning the above partnership, along with a new Certificate of Limited Partnership of the Clements Family Limited Partnership and an Affidavit.

I understand that the change of name from Clements Limited Partnership to Clements Family Limited Partnership will allow the enclosed papers to be filed.

If more information is needed, do not hesitate to call me. I appreciate your assistance in this matter.

Sincerely,



Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 2, 1997

JENNIFER M. RABE  
SHULER PLANK MORGAN & BRAHM  
326 SOUTH HIGH STREET, SUITE 500  
COLUMBUS, OH 43215-4510

SUBJECT: THE CLEMENTS LIMITED PARTNERSHIP  
Ref. Number: W97000026854

We have received your document for THE CLEMENTS LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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: 497A00056882

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF THE CLEMENTS FAMILY LIMITED PARTNERSHIP**

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Uniform Limited Partnership law as set forth in Section 620.101-620.192 of the Florida Statutes hereby states the following:

1. The name of the limited partnership is THE CLEMENTS FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the partnership is c/o Alan S. Acker, Esq., 326 South High Street, Suite 500, Columbus, Ohio 43215.

3. The name and address of the agent for service of process on the limited partnership is Christine K. Riley, 3019 Bradford Circle, Palm Harbor, Florida 33685.

4. The name and address of the general partner is as follows:

Clements Family Corporation  
c/o Alan S. Acker, Esq.  
326 South High Street, Suite 500  
Columbus, Ohio 43215

5. The mailing address of the limited partnership is c/o Christine K. Riley, 3019 Bradford Circle, Palm Harbor, Florida 33685.

6. The latest date upon which the limited partnership is to dissolve is December 31, 2025.

7. A conveyance or encumbrance of real property held in the limited partnership's name, and any other instrument affecting title to real property in which the limited partnership has an interest shall be executed in the limited partnership's name by any general partner.

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 this 30<sup>th</sup> day of December, 1997.

CLEMENTS FAMILY CORPORATION

By: Christine K. Riley  
Christine K. Riley, President, as General Partner

FILED  
98 JUN - 8 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
F970000

AFFIDAVIT

BEFORE ME, the undersigned officer, personally appeared Christine K. Riley, President of the Clements Family Corporation, the general partner of The Clements Family Limited Partnership, a Florida limited partnership, who upon first being duly sworn affirms and says:

1. That she is the President of the Clements Family Corporation, the general partner of The Clements Family Limited Partnership, a Florida limited partnership,
2. That the following is a schedule of the anticipated capital contributions of each of the limited partners of The Clements Family Limited Partnership:

<u>Limited Partners</u>	<u>Capital Contribution</u>
Harry J. Clements	\$160,000.00
Bank One Trust Company, as Trustee of the Helen J. Clements Revocable Trust dated October 10, 1973, as amended	\$2,487,500.00

Further the affiant sayeth not.

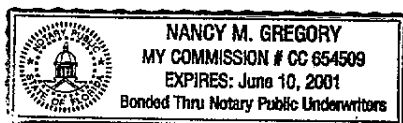
CLEMENTS FAMILY CORPORATION

By Christine K. Riley  
Christine K. Riley, President, as General Partner

STATE OF OHIO  
COUNTY OF FRANKLIN

On this 30<sup>th</sup> day of December, 1997, before me, the undersigned officer, personally appeared Christine K. Riley who executed the foregoing Affidavit in her capacity as the President of the Clements Family Corporation, the general partner of The Clements Family Limited Partnership, a Florida limited partnership, and she duly acknowledged to me that she executed said instrument on behalf of the Corporation as her free and voluntary act for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year above written.



NOTARY PUBLIC

Sign: Nancy M. Gregory  
Print: Nancy M. Gregory  
State of Ohio at Large (Seal)  
My Commission Expires: June 10, 2001

Personally known \_\_\_\_\_ OR Produced Identification  
Type of Identification Produced FL-DRIV LIC. R 4001149-157

FILED  
98 JAN -8 PM 12:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE