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-02/23/98-01107-003  
February 19, 1998 \*\*\*1785.00 \*\*\*1785.00

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

**RE: PORTER FAMILY LIMITED PARTNERSHIP**

Dear Sir or Madam:

Enclosed you will find an original Certificate of Limited Partnership of the Porter Family Limited Partnership along with a check in the amount of \$1,750.00. Please have the certificate filed and the partnership established.

Your cooperation in this matter is greatly appreciated. If you have any questions or need any further information, please do not hesitate to contact our office.

Thank you.

Sincerely,



Heather V. Freeman

Enclosures

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98 FEB 23 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
C/A

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE PORTER  
FAMILY LIMITED PARTNERSHIP  
A Florida Limited Partnership**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is THE PORTER FAMILY LIMITED PARTNERSHIP.

2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description, and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 410 Rear Caroline Street, Key West, Monroe, County, Florida 33040, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is JEANE PORTER POIRIER at 410 Rear Caroline Street, Key West, Florida 33040, who acknowledges by her signature hereunder, that she accepts same.

5. The General Partner. The name and business address of the General Partner is as follows:

GENERAL PARTNER

JEANE PORTER POIRIER

PLACE OF BUSINESS

410 Rear Caroline Street  
Key West, Florida 33040

6. Mailing Address. The mailing address of the Limited Partnership is 410 Rear Caroline Street, Key West, Florida 33040.

7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December

31, 2025, unless sooner dissolved by law or by agreement of the parties of the parties hereto or unless extended by a majority agreement of the Partners.

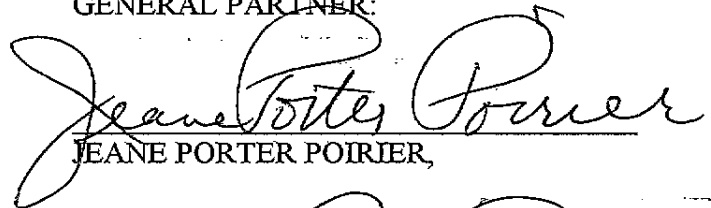
8. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

9. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of the partners, unless the transfer is a permitted transfer, as explained in detail by the Partnership Agreement.

10. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the properties as set forth in Schedule "A," Affidavit of the Amount of the Capital Contributions of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners," attached hereto.

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 30<sup>th</sup> day of January, 1998.

GENERAL PARTNER:

  
JEANE PORTER POIRIER,

  
JEANE PORTER POIRIER,  
Registered Agent

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TALLAHASSEE, FLORIDA

**SCHEDULE "A"**

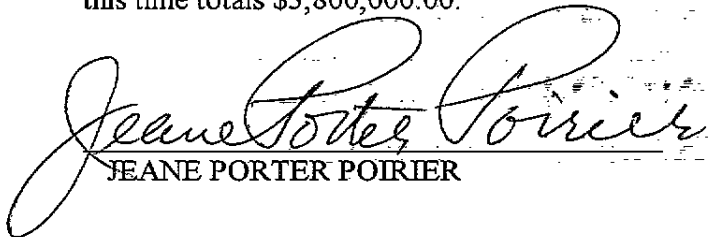
**THE PORTER FAMILY LIMITED PARTNERSHIP**

**"AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS  
OF THE LIMITED PARTNERS, AND ANY AMOUNT ANTICIPATED TO BE  
CONTRIBUTED BY THE LIMITED PARTNERS"**

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date by the Limited Partners of the Porter Family Limited Partnership is \$3,800,000.00.

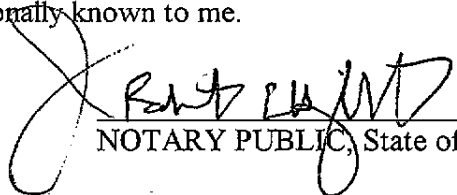
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$3,800,000.00.

  
JEANE PORTER POIRIER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
COUNTY OF MONROE    )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 1998, by JEANE PORTER POIRIER, who is personally known to me.

  
NOTARY PUBLIC, State of Florida

