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February 25, 1998

Florida Department of State
Qualification/Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

FEDERAL EXPRESS

100002441391--5
-02/26/98--01045--001
****367.50 ****367.50

Re: Yarmouth Development, Limited Partnership

Dear Sir:

Enclosed and signed in duplicate is the Certificate of Limited Partnership of Yarmouth Development, Limited Partnership. Attached to each is the Acceptance of Appointment signed by C T Corporation System. We have enclosed a check for \$367.50 which includes the filing fee of \$52.50, the \$35 resident agent fee, and a fee of \$280 for the Affidavit of Capital Contribution for Florida Limited Partnership, which is also enclosed and signed by the General Partner. Please file the qualification papers and return a copy to our office.

Thank you kindly for your attention to this filing. Should anything further be required, please call us collect.

Very truly yours,

Sharon K. Kincaid

Sharon K. Kincaid, CLA
Certified Legal Assistant

Name	3/2/98
Availability	Dec
Document Examiner	DCC
Updater	DCC
Updater/Verifier	SKK/ Enclosures
Adjudicator	DCC
W. P. Verifier	DCC

P.S. Please expedite the filing of this document.

A98000000570

TC
\$40,000.00

FILED
FEB 26 PM 2:25
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
YARMOUTH DEVELOPMENT, LIMITED PARTNERSHIP

FILED
FEB 26 PM 2:25
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certifies as follows:

I.
NAME AND ADDRESS OF LIMITED PARTNERSHIP

The name of the limited partnership is Yarmouth Development, Limited Partnership. The principal place of business in the United States where the records of the limited partnership are kept is 2440 South Federal Highway, Suite M, Stewart, Florida 34994. The mailing address of the limited partnership is Suite 500, 453 South Webb Road, Wichita, Kansas 67207.

II.
RESIDENT AGENT AND LOCATION OF REGISTERED OFFICE

The Resident Agent of the limited partnership shall be C T Corporation System and the Registered Office of the limited partnership shall be 1200 South Pine Island Road, Plantation, Florida 33324.

III.
NAME AND ADDRESS OF GENERAL PARTNER

The name of the general partner of the limited partnership is Coventry Corporation d/b/a Coventry Corporation of the Republic, Inc., and its business address is Suite 500, 453 South Webb Road, Wichita, Kansas 67207.

IV.
TERM OF PARTNERSHIP

The period of duration of the limited partnership shall commence on the effective date of the filing of the Certificate of Limited Partnership with the Department of State and shall continue until one hundred (100) years thereafter unless earlier terminated by law or until the earlier dissolution of the limited partnership in accordance with the provisions of the Limited Partnership Agreement of Yarmouth Development, Limited Partnership.

V.
SUMMARY FORM OF CERTIFICATE

This Certificate only purports to be a summary of the terms and provisions of the Limited Partnership Agreement of Yarmouth Development, Limited Partnership, which terms and provisions are more fully set forth in such Agreement. In case of any apparent conflict between the statements contained in this Certificate and the terms and provisions of the fully stated Limited Partnership Agreement, the terms of said Agreement shall be controlling.

Under penalties of perjury, the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts herein are true and correct.

Signed this 24th day of February, 1998 by Coventry Corporation d/b/a Coventry Corporation of the Republic, Inc., the sole General Partner of Yarmouth Development, Limited Partnership.

COVENTRY CORPORATION d/b/a COVENTRY
CORPORATION OF THE REPUBLIC, INC.,
General Partner

By R. Gail Knott
R. Gail Knott, Vice President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

FILED
98 FEB 26 PM 2:25
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned constituting all of the general partners of Yarmouth Development
Limited Partnership, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ -0-.

The total amount contributed and anticipated to be contributed by the limited partners at
this time totals \$ 40,000.

Signed this 24th day of February, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the con-
tents thereof and that the facts stated herein are true and correct.

COVENTRY CORPORATION d/b/a
COVENTRY CORPORATION OF THE
REPUBLIC, INC.,
General Partner

By R. Gail Knott
R. Gail Knott, Vice President

ACCEPTANCE OF APPOINTMENT

RE: **YARMOUTH DEVELOPMENT, LIMITED PARTNERSHIP**

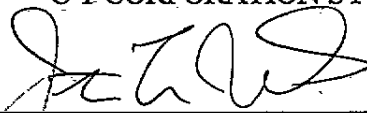
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93 FEB 26 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above limited partnership and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: February 24, 1998

C T CORPORATION SYSTEM

By



Jonathan L. Miles,
Assistant Secretary