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March 20, 1998

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

FEDERAL EXPRESS

300002466593--4
-03/24/98--01072--001
****367.50 ****337.50

Re: Wellow Mead Development, Limited Partnership

Dear Sir:

Enclosed and signed in duplicate is the Certificate of Limited Partnership of Wellow Mead Development, Limited Partnership with the Acceptance of Appointment signed by C T Corporation System attached to each certificate. 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

SKK/
Enclosures

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

WELLOW MEAD DEVELOPMENT, LIMITED PARTNERSHIP

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 Wellow Mead 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 at the limited partnership is Suite 500, 453 S. 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 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 Wellow Mead 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 Wellow Mead Development, Limited Partnership which terms and

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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 know the contents thereof and that the facts herein are true and correct.

Signed this 21st day of March, 1998 by Coventry Corporation, the sole General Partner of Wellow Mead 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

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ACCEPTANCE OF APPOINTMENT

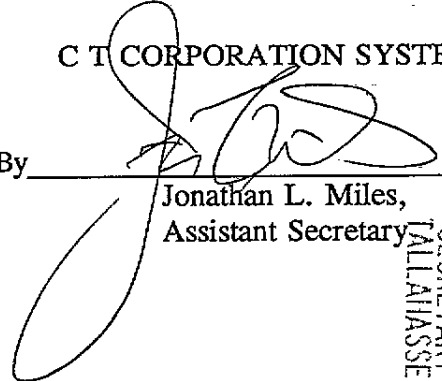
RE: WELLOW MEAD DEVELOPMENT, LIMITED PARTNERSHIP

Pursuant to 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 laws of the State of Florida relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Florida Statutes.

Dated: March 20, 1998

C T CORPORATION SYSTEM

By


Jonathan L. Miles,
Assistant Secretary

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

The undersigned constituting all of the general partners of Wellow Mead 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 21st day of March, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents 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

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