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FLORIDA DIVISION OF CORPORATIONS
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ACCT#: 102336001100

CONTACT: CORINNE P MCCLURE

PHONE: (941)649-3186

FAX #: (941)263-0703

NAME: WALKER PROPERTY MANAGEMENT, LTD. CM

AUDIT NUMBER.....H98000009483

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 2 20

CERT. COPIES.....0

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** ENTER 'M' FOR MENU. **

~~WALKER PROPERTY MANAGEMENT, LTD.~~

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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CERTIFICATE OF LIMITED PARTNERSHIP

FOR

WALKER PROPERTY MANAGEMENT, LTD.

The undersigned, being desirous of forming a limited partnership under the laws of the State of Florida, does hereby certify as follows:

1. The name of the limited partnership is Walker Property Management, Ltd. (the "Partnership").

2. The mailing address for the principal office of the Partnership in the State of Florida is located at 720 Banyan Boulevard, Naples, Florida 34102, or at such other location in the State of Florida as the General Partner may determine from time to time. The name and address of the agent for service of process shall be Joe. B. Cox, Esq., c/o Cummings & Lockwood, 3001 Tamiami Trail North, Naples, Florida 34103.

3. The name and the business address of the general partner of the Partnership, Walker Enterprises, Inc., a Florida corporation, with a business address at 720 Banyan Boulevard, Naples, Florida 34102 (the "General Partner").

4. The latest date upon which the Partnership is to dissolve is December 31, 2048.

Under 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.

Signed this 16th day of May, 1998.

JLW WALKER ENTERPRISES, INC.
Sole General Partner

By: James L. Walker
James L. Walker, President

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SECRETARY OF STATE

I, JOE. B. COX, ESQ., having been designated to act as registered agent, hereby agree to act in such capacity.

Joe B. Cox
Joe B. Cox, Esq., Registered Agent

Prepared by Aaron A. Farmer, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 0995053

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, on behalf of Walker Enterprises, Inc., a Florida corporation, being the sole General Partner of Walker Property Management, Ltd., a Florida limited partnership, CERTIFIES as follows:

1. The amount of capital contributions to date of the limited partners is \$250,000.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$250,000.

Signed this 16th day of May, 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.

JLM WALKER ENTERPRISES, INC.
(as General Partner)

By: James L. Walker
James L. Walker, President

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