



THE UNITED STATES CORPORATION COMPANY

A 98000001652

ACCOUNT NO. : 072100000032

REFERENCE : 877166 80457A

AUTHORIZATION : Patricia Pignotti

COST LIMIT : \$ 140.00

FILED OF STATE SECRETARY OF CORPORATIONS 98 JUL -1 PM 2: 21

ORDER DATE : July 1, 1998

ORDER TIME : 11:31 AM

ORDER NO. : 877166-005

CUSTOMER NO: 80457A

CUSTOMER: G. Larry Sims, Esq  
BLACK CROTTY SIMS HUBKA  
BURNETT BIRCH & SAMUELS  
501 North Grandview Avenue

Daytona Beach, FL 32118

900002577739--3

DOMESTIC FILING

NAME: WOODLEA CAPITAL PARTNERS, LTD.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SLE

EXAMINER'S INITIALS:

RECEIVED 98 JUL -1 PM 12: 13 DIVISION OF CORPORATION BK 7/7/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF CORPORATIONS  
98 JUL -7 PM 2:21

July 1, 1998

SLE  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: WOODLEA CAPITAL PARTNERS, LTD.  
Ref. Number: W98000015124

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for WOODLEA CAPITAL PARTNERS, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Please add TWO SENTENCES to the AFFIDAVIT. First -- "THE AMOUNT OF CONTRIBUTIONS TO DATE OF THE LIMITED PARTNERS IS \_\_\_\_\_."  
Second -- "THE AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS TOTALS \_\_\_\_\_".

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 798A00035785

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DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS  
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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
WOODLEA CAPITAL PARTNERS, LTD.,  
a Florida Limited Partnership**

**THE UNDERSIGNED**, desiring to form a limited partnership pursuant to the laws of the State of Florida, certifies as follows:

1. **Name of Limited Partnership.** The name of the limited partnership is **WOODLEA CAPITAL PARTNERS, LTD.**

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the limited partnership will be kept, as required by Section 620.106 of the Florida Statutes, is **5 Circle Oak Trail, Ormond Beach, Florida 32174.**

3. **Agent for Service of Process.** The name and address of the partnership's agent for service of process in Florida is **G. Larry Sims, 501 North Grandview Avenue, Daytona Beach, Florida 32118.**

4. **General Partner.** The name and business address of each general partner of the limited partnership is as follows:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
WOODLEA INVESTMENT COMPANY	501 NORTH GRANDVIEW AVENUE DAYTONA BEACH, FLORIDA 32118

*JG 2427*

5. **Address of Partnership.** The mailing address of the limited partnership is **5 Circle Oak Trail, Ormond Beach, Florida 32174.**

6. **Date of Dissolution.** The latest date on which the limited partnership is to dissolve is **December 31, 2042.**

7. **Purposes of Partnership.** The purposes of the partnership shall be as follows:

- (a) To acquire, improve, lease, operate, and hold real and personal properties for investment, reinvestment and to engage in any and all activities related or incidental thereto. The partnership shall be authorized to engage in any and all lawful businesses and activities as provided under the Florida Revised Uniform Limited Partnership Act (1986).

8. The initial managing partner of the limited partnership is **Woodlea Investment Company.**

IN WITNESS WHEREOF the parties hereto have executed the foregoing instrument as of the day and year set forth adjacent to their signatures.

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DIVISION OF CORPORATIONS  
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WITNESSES:

WOODLEA INVESTMENT COMPANY,  
GENERAL PARTNER

Laura F. Buckley  
LAURA F. BUCKLEY  
(Printed Name of Witness)

BY: G. Larry Sims  
G. LARRY SIMS, PRESIDENT

Marita D. Landry  
MARITA D. LANDRY  
(Printed Name of Witness)

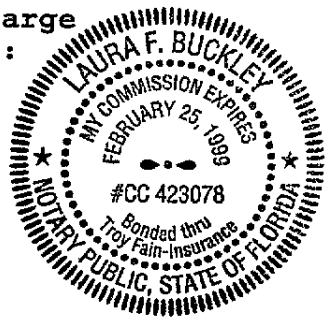
DATE: June 30, 1998

STATE OF FLORIDA  
COUNTY OF Volusia

THE FOREGOING INSTRUMENT was acknowledged before me by G. LARRY SIMS, President of WOODLEA INVESTMENT COMPANY, General Partner of WOODLEA CAPITAL PARTNERS, LTD., a Florida Limited Partnership, and he has sworn before me that he executed the foregoing on behalf of the limited partnership and for the purposes therein expressed, is personally known to me, and took an oath this 30 day of June, 1998.

Laura F. Buckley  
LAURA F. BUCKLEY  
Notary Public  
State of Florida at Large  
My Commission Expires:

THIS INSTRUMENT PREPARED  
BY: G. LARRY SIMS, ESQUIRE  
POST OFFICE DRAWER 265669  
DAYTONA BEACH, FLORIDA 32126-5669



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
 IN  
 WOODLEA CAPITAL PARTNERS, LTD.

STATE OF FLORIDA  
 COUNTY OF VOLUSIA

COME NOW the undersigned being all of the General Partners of WOODLEA CAPITAL PARTNERS, LTD., a Florida Limited Partnership, in compliance with Florida Statutes 620.108 do hereby declare the amount of the capital contributions of: (1) the limited partners and general partners; (2) and the amounts anticipated to be contributed by the limited partners and general partners at the time of the filing of the limited partnership. Such capital contributions are as follows:

<u>GENERAL PARTNERS:</u>	<u>(1) CONTRIBUTED</u>	<u>(2) ANTICIPATED</u>
WOODLEA INVESTMENT COMPANY	\$ 75.00	\$ 75.00
<u>LIMITED PARTNERS:</u>		
G. LARRY SIMS & HARRIET B. SIMS, AS TRUSTEES OF THE GUILFORD T. SIMS AND HARRIET B. SIMS TRUST DATED FEBRUARY 4, 1991	1,500.00	1,500.00
G. LARRY SIMS, INDIVIDUALLY	1,500.00	1,500.00
MARY M. SIMS, INDIVIDUALLY	1,500.00	1,500.00
STACIE S. SIMS	375.00	375.00
MELISSA A. SIMS	375.00	375.00
G. LARRY SIMS, TRUSTEE OF THE GUILFORD T. SIMS TRUST F/B/O MELISSA A. SIMS DATED DECEMBER 3, 1979	750.00	750.00
MARY M. SIMS, TRUSTEE OF THE GUILFORD T. SIMS TRUST F/B/O STACIE S. SIMS DATED JUNE 6, 1978	750.00	750.00
G. LARRY SIMS, TRUSTEE OF THE GUILFORD T. SIMS TRUST F/B/O RICHARD T. PARKER DATED FEBRUARY 28, 1978	675.00	675.00

The amount of contributions to date of the limited partner is \$7,425.00. The amount contributed and anticipated to be contributed by the limited partners totals \$7,425.00.

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DIVISION OF CORPORATIONS  
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FURTHER AFFIANTS SAYETH NOT.

DATED: June 30, 1998

GENERAL PARTNER:  
WOODLEA INVESTMENT COMPANY

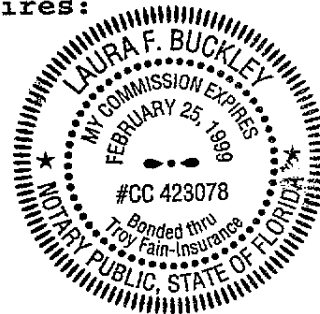
BY: *G. Larry Sims*  
G. LARRY SIMS, PRESIDENT

STATE OF FLORIDA )  
                  ) SS:  
COUNTY OF VOLUSIA )

SWORN AND SUBSCRIBED to before me, a Notary Public duly authorized in the State and County named above to take oaths and acknowledgements, by G. LARRY SIMS, President of WOODLEA INVESTMENT COMPANY, General Partner of WOODLEA CAPITAL PARTNERS, LTD., a Florida Limited Partnership, who (a)  is personally known to me; or (b)  provided the following form of identification: \_\_\_\_\_, and who executed the foregoing instrument for the purposes therein expressed this 30 day of June, 1998.

*Laura F. Buckley*  
LAURA F. BUCKLEY  
Notary Public, State of Florida  
My Commission Expires:

THIS INSTRUMENT PREPARED  
BY: G. LARRY SIMS, ESQUIRE  
POST OFFICE DRAWER 265669  
DAYTONA BEACH, FLORIDA 32126-5669



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SECRETARY OF STATE  
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**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE**

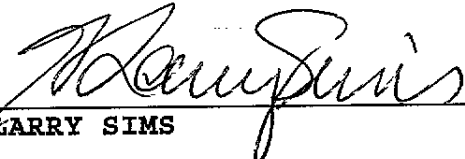
PURSUANT to Chapter 620, Florida Statutes, the following is submitted in compliance with said Act:

WOODLEA CAPITAL PARTNERS, LTD., desiring to organize as a limited partnership under the laws of the State of Florida with its registered office at 5 Circle Oak Trail, Ormond Beach, Florida 32174, has named G. Larry Sims, located at 501 North Grandview Avenue, Daytona Beach, Florida 32118, as its Registered Agent to accept service of process within this state.

**A C K N O W L E D G E M E N T**

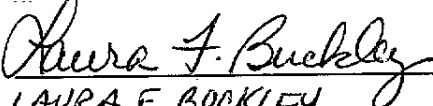
HAVING BEEN named to accept service of process for the above stated limited partnership, at the address designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED June 30, 1998.

  
\_\_\_\_\_  
G. LARRY SIMS

STATE OF FLORIDA  
COUNTY OF VOLUSIA

THE FOREGOING INSTRUMENT was acknowledged before me by G. LARRY SIMS, and he has sworn before me that he executed the foregoing for the purposes therein expressed, is personally known to me, and took an oath this 30 day of June, 1998.

  
\_\_\_\_\_  
LAURA F. BUCKLEY  
Notary Public  
State of Florida at Large  
My Commission Expires:

