

BM&W 98000001873

BRANT, MOORE, MACDONALD & WELLS, P.A.

ATTORNEYS AND COUNSELLORS

50 North Laura Street • Suite 3100
Jacksonville, Florida 32202

Patricia Helwig

July 23, 1998

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

000002606500--3
-08/04/98--01027--004
***1785.00 ***1785.00

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

Attn: PARTNERSHIPS

Re: **WDF FAMILY PARTNERSHIP, LTD.**

Gentlemen:

Enclosed for filing with the Secretary of State of Florida is the original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for the above-referenced limited partnership, along with our firm's check in the amount of \$1785.00 for the applicable Secretary of State filing fees.

Please file the Certificate and Affidavit immediately upon receipt and return verification of filing to my attention by regular U.S. Mail. I have enclosed a self-addressed stamped envelope for your convenience in this regard. We do not need a certified copy at this time.

Please telephone me should you require further information. Thank you for your assistance in this matter.

Sincerely,

Patricia Helwig
Patricia Helwig

Name	<i>PH</i>
Availability	<i>PH</i>
Document Examiner	<i>PH</i>
Updater	<i>PH</i>
Updater Verifier	<i>PH</i>
Acknowledgement	<i>PH</i>
W. P. Verifier	<i>PH</i>

98-1873

Enclosures

cc: Mr. William D. Fitzgerald
PH/msw:129234

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -4 PM 1:22

**CERTIFICATE OF LIMITED PARTNERSHIP
OF WDF FAMILY PARTNERSHIP, LTD.**

The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986) hereby certifies:

1. The name of the limited partnership is WDF Family Partnership, Ltd. (the "Partnership").
2. The location of the principal place of business of the Partnership is 9428 Baymeadows Road, Suite 500, Jacksonville Florida 32256, or at such other place as the general partner may designate.
3. The street address of the registered office of the Partnership is 50 North Laura Street, Suite 3100, Jacksonville, Florida 32202, and the name of the registered agent of the Partnership at that address is Brant, Moore, Macdonald & Wells, P.A.
4. The name and the business address of the sole general partner of the Partnership is WDF Financial Services, Inc., a Florida Corporation, 9428 Baymeadows Road, Suite 500, Jacksonville Florida 32256. *998-63990*
5. The mailing address of the Partnership is 9428 Baymeadows Road, Suite 500, Jacksonville Florida 32256.
6. The term of the Partnership shall commence on the date of filing hereof and shall continue until December 31, 2038.

IN WITNESS WHEREOF, the undersigned does solemnly swear that the foregoing statements are true and correct as of this 21st day of July, 1998.

Attest:

WDF FINANCIAL SERVICES, INC.

By: *Leah Fitzgerald*
Leah Fitzgerald
Its: Secretary

By: *William D. Fitzgerald*
William D. Fitzgerald
Its: President
"General Partner of
WDF Family Partnership, Ltd."

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 PM 3:22

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of July, 1998, by William D. Fitzgerald, as President of WDF Financial Services, Inc., a Florida corporation, as General Partner of WDF Family Partnership, Ltd., a limited partnership, who is personally known to me ~~or who has produced~~ _____ as identification.



MARY S. WEBER
My Comm Exp. 11/11/2000
Bonded By Service Ins
No. CC600128
[] Personally Known [] Other I.D.

Mary S. Weber

Print Name: Mary S. Weber

Notary Public

State of Florida At Large

Commission No.: CC600128

My Commission Expires: 11/11/2000

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with FLA. STAT. SECTIONS 48.061 and 620.105, the following is submitted:

WDF Family Partnership, Ltd., desiring to organize under the laws of the State of Florida, hereby designates Brant, Moore, Macdonald & Wells, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 N. Laura Street, Suite 3100, Jacksonville, Florida 32202.

Attest:

WDF FINANCIAL SERVICES, INC.

By: Leah Fitzgerald

Leah Fitzgerald

Its: Secretary

By: William D. Fitzgerald

William D. Fitzgerald


Its: President

"General Partner of
WDF Family Partnership, Ltd."

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -14 PM 1:22

Having been named to accept service of process for WDF Family Partnership, Ltd. at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) relative to the keeping of said office and the proper and complete performance of its duties.

BRANT, MOORE, MACDONALD
& WELLS, P.A.

By: 
William P. Brant, Vice-President

Dated: July 21, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -4 PM 1:22

STATE OF FLORIDA
COUNTY OF DUVAL

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF WDF FAMILY PARTNERSHIP, LTD.

Before me, the undersigned authority, personally appeared William D. Fitzgerald, who being by me first duly sworn, deposes and says:

1. That William D. Fitzgerald is President of WDF Financial Services, Inc. which is the sole general partner of WDF Family Partnership, Ltd., a Florida limited partnership (the "Partnership").
2. The limited partners have made capital contributions to the Partnership of assets with an estimated fair market value of approximately \$3,000,000.00 No future limited partner contributions are anticipated.

Attest:

WDF FINANCIAL SERVICES, INC.

By: Leah Fitzgerald
Leah Fitzgerald
Its: Secretary

By: William D. Fitzgerald
William D. Fitzgerald
Its: President
"General Partner of"
WDF Family Partnership, Ltd."

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of July, 1998, by William D. Fitzgerald, as President of WDF Financial Services, Inc., a Florida corporation, as General Partner of WDF Family Partnership, Ltd., a limited partnership, who is personally known to me ~~or who has produced~~ _____ as identification.



MARY S. WEBER
My Comm Exp. 11/11/2000
Bonded By Service Ins
No. CC600128
[] Personally Known [] Other I.D.

126053.1

Mary S. Weber

Print Name: Mary S. Weber

Notary Public

State of Florida At Large

Commission No.: CC600128

My Commission Expires: 11/11/2000

98 AUG -4 PM 1:23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS