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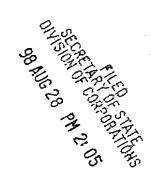
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

HATLEY TANNER PARTNERSHIP, LTD.

A Florida Limited Partnership



The parties hereto do hereby certify that an Agreement was made effective the 25th day of _______, 1998, at 9644 Woodmont Place, Windermere, Florida, by the following, herein called "General Partners:"

James R. Hatley, as Trustee of the James R. Hatley Family Trust dated April 14, 1995; and

Wanda L. Hatley, as Trustee of the Wanda L. Hatley Family Trust dated April 14, 1995.

WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986).

- 1. Name. The name of this Limited Partnership is HATLEY TANNER PARTNERSHIP, LTD.
- 2. <u>Principal Place of Business</u>. The location of the principal place of business and the mailing address of the Partnership is 9644 Woodmont Place, Windermere, Florida 34786.
- 3. Registered Agent. The registered agent for service for this Limited Partnership is PHYLLIS M. PALMER whose address is 1900 Boothe Circle, Longwood, Florida 32750.
- 4. <u>The General Partners.</u> The General Partners of this Limited Partnership are as follows:

GENERAL PARTNERS

James R. Hatley, as Trustee of the James R. Hatley Family Trust dated April 14, 1995

Wanda L. Hatley, as Trustee of the Wanda L. Hatley Family Trust dated April 14, 1995

BUSINESS ADDRESS

9644 Woodmont Place Windermere, Florida 34786.

9644 Woodmont Place Windermere, Florida 34786.

- 5. Term. The Partnership shall begin upon the filing of this Certificate with the Florida Secretary of State, and shall continue for twenty-five (25) years thereafter unless sooned dissolved by law or pursuant to the agreement of the parties hereto.
- 6. <u>Capital Contributed or Anticipated to be Contributed</u>. The Partners in the Limited Partnership have contributed or anticipate contributing the capital as set forth in Schedule "A" attached hereto.

IN WITNESS WHEREOF the parties hereto have executed this Certificate of Limited Partnership as of the date first above written.

Witnesses:	General Partners:
Lorna J. Roice Devide Duyer	Jumes R. Hatley, as the Trustee of the James R. Hatley Family Trust dated April 14, 1995 Date: 8/25/98
Lorna J. Rin Deirche Druger	Wanda L. Hatley, as the Trustee of the Wanda L. Hatley Family Trust dated April 14, 1995 Date: August 25, 1998
STATE OF FLORIDA COUNTY OF <u>Seminole</u>	
and County aforesaid to take acknowledg of the James R. Hatley Family Trust da of the Wanda L. Hatley Family Trust d produced and who executed the foregoing instrume same.	s day, before me, an officer duly authorized in the State ments, personally appeared James R. Hatley, as Trustee ated April 14, 1995, and Wanda L. Hatley, as Trustee ated April 14, 1995, to me personally known, or who as identification ent and acknowledged before me that they executed the
WITNESS my hand and official s of August, 199	eal in the County and State last aforesaid this 25 that 98. NOTARA PUBLIC

R#113505.1



SCHEDULE "A"

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF COUNTY O	FLORIDA F <u>Senivole</u>
The tollows:	undersigned Affiants, who being
1.	We are the General Partners of

The undersigned Affiants, who being first duly sworn upon oath, depose and state as illows:

1. We are the General Partners of HATLEY TANNER PARTNERSHIP, LTD.

2. The amount of the capital contributions of the limited partners and anticipated capital contributions of the limited partners is Two Hundred and no/100 Dollars (\$200.00).

FURTHER AFFIANTS SAYETH NOT.

Date: S/25/98

Date: S/25/98

James R. Hatley, as Trustee of the James R. Hatley Family Trust dated April 14, 1995

Date: Aug. 25, 1998

Wanda L. Hatley, as Trustee of the Wanda L. Hatley Family Trust dated April 14, 1995

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared James R. Hatley, as Trustee of the James R. Hatley Family Trust dated April 14, 1995, and Wanda L. Hatley, as Trustee of the Wanda L. Hatley Family Trust dated April 14, 1995, to me personally known, or who produced as identification and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of August, 1998.

NOTARY PÜBLIC



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for HATLEY TANNER PARTNERSHIP, LTD. at 1900 Boothe Circle, Longwood, Florida 32750, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Phys	Us M. Palm	er)
Phyllis M.	Palmer 8/25/98	
Date:	8/25/98	