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UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW  
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD  
SAINT AUGUSTINE

PLEASE REPLY TO  
POST OFFICE DRAWER 3007  
SAINT AUGUSTINE, FLORIDA 32085-3007  
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JOHN D. BAILEY, JR.  
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MICHAEL A. SIRAGUSA  
STEPHEN A. FAUSTINI

HAMILTON D. UPCHURCH  
FRANK D. UPCHURCH, JR.  
OF COUNSEL  
FRANK D. UPCHURCH  
(1894-1986)

September 2, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-09/08/98--01107--009  
\*\*\*1837.50 \*\*\*1837.50

Re: Whetstone Properties, Ltd.  
Our File No. 8-98-385

Dear Sir or Madam:

I am enclosing an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions of Whetstone Properties, Ltd. Please file the document and furnish me with a certified copy.

I am also enclosing checks payable to the Secretary of State in the total amount of \$1,837.50, which I estimate to be sufficient to cover the filing fee (\$1,750.00), Registered Agent's Fee (\$35.00), and certified copy of the document (\$52.50).

Thank you for your assistance.

Sincerely yours

Frank D. Upchurch, III

FDUIII:jrs  
Enclosures

|                   |     |
|-------------------|-----|
| Name              | MAH |
| Availability      | MAH |
| Document Examiner | MAH |
| Updater           | MAH |
| Updater Verifier  | MAH |
| Acknowledgement   | MAH |
| W. P. verifier    | MAH |

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DIVISION OF CORPORATIONS  
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**CERTIFICATE OF LIMITED PARTNERSHIP  
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**OF**

**WHETSTONE PROPERTIES, LTD.**

The undersigned general partner files this Certificate of Limited Partnership of Whetstone Properties, Ltd. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

1. NAME. The name of the limited partnership is Whetstone Properties, Ltd.

2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:

2 Coke Road  
St. Augustine, Florida 32086

3. REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:

John D. Bailey, Jr.  
Upchurch, Bailey and Upchurch, P.A.  
780 North Ponce De Leon Boulevard  
St. Augustine, Florida 32084

4. NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:

NAME

ADDRESS

Alaise, Inc.

2 Coke Road  
St. Augustine, Florida 32086

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5. THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE: August 15, 1998, or when this Certificate is filed with the Secretary of State, if later.

6. THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE: December 31, 2036.

7. CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS: The limited partners will make initial capital contributions for their partnership interest of \$ 170,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$ 1,000,000. The total amount anticipated to be contributed by the limited partners is \$ 1,170,000.

8. AFFIRMATION. Each general partner hereby acknowledges that pursuant to the Act:

8.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 11<sup>th</sup> day of August, 1998.

ALAISE, INC.  
General Partner

By [Signature]  
Henry M. Whetstone, Jr.  
Its President

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 1<sup>st</sup> day of August, 1998, by Henry M. Whetstone, Jr., as President of Alaise, Inc., a Florida corporation, as General Partner of Whetstone Properties, Ltd., a Florida Limited Partnership, on behalf of the partnership, who (✓) is personally known to me or ( ) has produced driver's license no. \_\_\_\_\_ as identification.

Jane R. Sullivan  
Notary Public

Jane R. Sullivan  
(Name of notary, typed/printed/stamped)  
My commission expires: \_\_\_\_\_  
My commission number: \_\_\_\_\_



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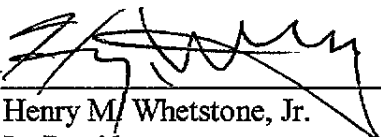
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

Whetstone Properties, Ltd., desiring to organize or qualify under the laws of the State of Florida hereby designates John D. Bailey, Jr. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Upchurch, Bailey and Upchurch, P.A., 780 North Ponce De Leon Boulevard, St. Augustine, Florida 32084.

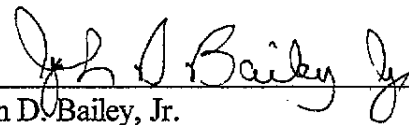
DATED this 11<sup>th</sup> day of August, 1998.

ALAISE, INC.  
General Partner

By   
Henry M. Whetstone, Jr.  
Its President

Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, 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.

DATED this 11 day of August, 1998.

  
John D. Bailey, Jr.

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