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December 4, 1998

FEDERAL EXPRESS

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1900-1992

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/07/98--01124--007
***1785.00 ***1785.00

Re: Articles of Organization of Lee, L.L.C.
Certificate of Limited Partnership of Lee Family Partnership, Ltd.

Dear Sir or Madam:

Please file the enclosed Articles of Organization and Certificate of Limited Partnership. Our checks in the amount of \$285 and \$1785, respectively, are also enclosed. I have included one extra copy of each document and request that they be filed-stamped (not certified) and returned to me immediately upon filing in the federal express envelope provided.

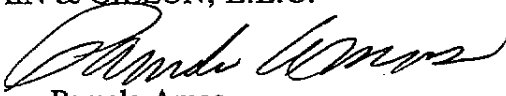
Please ensure that the Articles of Organization of Lee, L.L.C. are processed first. This LLC is acting as general partner of the limited partnership and should, therefore, be created first.

If there are any questions regarding this filing, please call the undersigned at (205) 581-6233 and have me paged if I am not at my desk. Thank you for your assistance.

| | |
|-------------------|-------------------------|
| Name | 12/9/98 |
| Availability | Dec |
| Document Examiner | DCC |
| Updater | DCC |
| Updater Verifier | pd |
| Enclosures | |
| Acknowledgement | DCC |
| cc: | Glenn E. Estess, Jr. |
| W. P. Verifier | J. Sanford Mullins, III |

Sincerely,

SPAIN & GILLON, L.L.C.

By 
Pamela Amos
Legal Assistant to
Glenn E. Estess, Jr.

FILED
98 DEC -7 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TC
\$500,000.00

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STATE OF FLORIDA]
LAKE COUNTY]

FILED
98 DEC -7 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
LEE FAMILY PARTNERSHIP, LTD.

The undersigned, desiring to form a Limited Partnership, pursuant to the laws of the State of Florida, certify as follows:

1. Name. The name of the Partnership is **Lee Family Partnership, Ltd.**
2. Registered Office, Registered Agent and Principal Place of Business.

The principal place of business and mailing address of the Limited Partnership shall be at 33741 Lakeshore Drive, Tavares, Florida 32778, and shall also be at such other place or places as the General Partner may hereafter determine. All partnership records and books shall be kept at the registered office. The street address of the **registered office** of the Limited Partnership and the name of the **registered agent** for service of process at such address shall be:

James K. Lee, Sr.
33741 Lakeshore Drive
Tavares, Florida 32778

or such other address and/or agent as the General Partner may from time to time designate by filing a report with the Florida Secretary of State. James K. Lee, Sr., accepts his designation as registered agent as evidenced by his signature hereto.

Nov. 9, 1998
Date


JAMES K. LEE, SR.
REGISTERED AGENT

3. Name and Mailing Address of the General Partner.

The name and address of the General Partner is as follows:

Lee, L.L.C.
33741 Lakeshore Drive
Tavares, Florida 32778

L98000003092

4. The term for which the Partnership is to exist is from the date of filing this Certificate with the Office of the Florida Department of State until the close of business on December 31, 2048.

Under penalties of perjury, James K. Lee, Sr., as a Member of Lee, L.L.C., the General Partner, declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the General Partner has caused the same to be executed on the day and year hereinafter written.

GENERAL PARTNER:
LEE, L.L.C.

Nov 9, 1998
Date

By


JAMES K. LEE, SR.
ITS MEMBER

PREPARED BY:
Glenn E. Estess, Jr., Esq.
SPAIN & GILLON, L.L.C.
2117 Second Avenue North
Birmingham, Alabama 35203
(205)328-4100

F:\2746\0001\ULTD\CER2.LTD

FILED
98 DEC -7 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of _____
Lee Family Partnership, Ltd.

a Florida Limited Partnership, certify:

FILED
98 DEC -7 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The amount of capital contributions to date of the limited partners is \$ 100

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 500,000

Signed this 9 day of NOV, 19 98

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

LEE, L.L.C.

By

General Partner

James K. Lee, Sr.
Its Member

General Partner

General Partner

General Partner

General Partner

General Partner