

CORPORATE
ACCESS,
INC.

A98000002840

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

12/22/98 11:00 MT ☺

CERTIFIED COPY

CUS

PHOTO COPY

FILING Ltd.

1.) Fisher Investments, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

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***1785.00 ***1785.00

4.)
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

B/K 12/22/98

98 DEC 22 PM 1:37
FBI STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 22, 1998

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: FISHER INVESTMENTS, LTD.
Ref. Number: W98000028576

Corrected
12/23
6 DEC 23 PM 1:37
DIVISION OF CORPORATIONS
FILED STATE OF FLORIDA

We have received your document for FISHER INVESTMENTS, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,785.00 filing fee.,

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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: 698A00060016

*Need the
2nd File
date*

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ELIZIBETH FISHER INVESTMENTS, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 PM 1:37

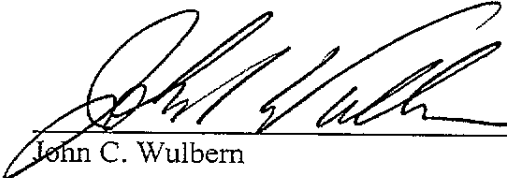
THE UNDERSIGNED, desiring to form the Limited Partnership of ELIZABETH FISHER INVESTMENTS, LTD. (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopts, files, swears to and certifies this Certificate:

1. Name. The name of the Partnership is ELIZABETH FISHER INVESTMENTS, LTD.
2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at and its mailing address is 1720 S.E. 11th Street, Ocala, Florida 34471.
3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be William R. Lowman, Jr., 315 East Robinson Street, Suite 600, Orlando, Florida 32802.
4. Name and Business Address of the General Partner. The name and business address of the General Partner is as follows:

John C. Wulbern
1720 S.E. 11th Street
Ocala, Florida 34471
5. Term of the Partnership. The Partnership shall continue in existence until 11:59 P.M. on December 31, 2097, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.
6. Real Property. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership's name by the General Partner.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the parties hereby have sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this 21 day of December, 1998.


John C. Wulbern

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SECRETARY OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

98 DEC 22 PM 1:37
SECRETARY OF STATE
DIVISION OF CORPORATIONS

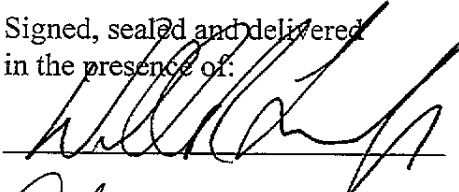

ELIZABETH/ BEFORE ME, the undersigned, personally appeared John C. Wulbern, General Partner of FISHER INVESTMENTS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

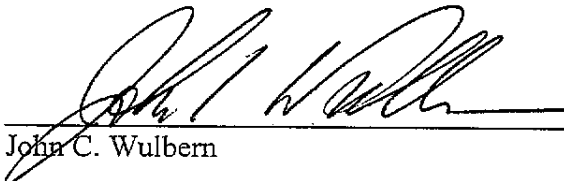
1. At this time, no capital has been contributed to the Partnership by the limited partners.
2. It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners will total Four Million Dollars and No/100 Dollars (\$4,000,000.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Signed, sealed and delivered
in the presence of:

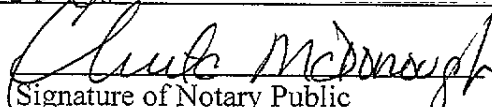




John C. Wulbern

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of December, 1998, by John C. Wulbern, General Partner of ELIZABETH FISHER INVESTMENTS, LTD.

Personally Known or xx Produced Identification;
Type of Identification Produced: 10416-483-36-111-0


Signature of Notary Public

NOTARY PUBLIC - STATE OF FLORIDA
CHERI A MCDONOUGH
COMMISSION # CC783564
EXPIRES 9/2/2001
BONDED THRU ASA 1-888-NOTARY

CHERI A MCDONOUGH
Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED STATE
SECRETARY OF CORPORATIONS
98 DEC 22 PM 1:37

In compliance with Section 620.192, Florida Statutes, the following is submitted:

ELIZABETH FISHER INVESTMENTS, LTD., a limited partnership formed pursuant to the laws of the State of Florida with its registered office at 315 East Robinson Street, Suite 600, Orlando, Florida 32802, has named and designated William R. Lowman, Jr. as its Registered Agent to accept service of process within the State of Florida at said address.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 21st day of December, 1998.


William R. Lowman, Jr.