

A98000002884



ACCOUNT NO. : 072100000032

REFERENCE : 079507 7166270

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 28, 1998

ORDER TIME : 11:07 AM

ORDER NO. : 079507-005

CUSTOMER NO: 7166270

CUSTOMER: Charles I. Nash, Esq
FRESE NASH & TORPY
FRESE NASH & TORPY
Suite 505
930 South Harbor City Blvd.
Melbourne, FL 32901

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900002723419-5
-12/28/98-01083-006
***1890.00 ***1890.00

FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 29 PM 1:08

DOMESTIC FILING

NAME: GUYTON FAMILY PARTNERSHIP,
LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
CERTIFIED COPIES (2)

12/28/98 DCC	
CONTACT PERSON: Tamara Odom	DCC
Notary	DCC
W. P. Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

EXAMINER'S INITIALS: _____

NYK
h/29/98

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DIVISION OF CORPORATIONS
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98 DEC 28 PM 12:15

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 28, 1998

TAMARA ODOM
CSC
TALLAHASSEE, FL 32301

SUBJECT: GUYTON FAMILY PARTNERSHIP, LTD.
Ref. Number: W98000028940

We have received your document for GUYTON FAMILY PARTNERSHIP, LTD. and your check(s) totaling \$1890.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 398A00060597

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98 DEC 29 11:06 AM '98

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98 DEC 29 11:06 AM '98

CERTIFICATE OF LIMITED PARTNERSHIP
OF THE GUYTON FAMILY PARTNERSHIP, LTD.

1.

The name of the Limited Partnership is Guyton Family Partnership, Ltd.

2.

The registered office of the Limited Partnership is located 930 South Harbor Boulevard, Suite 505, Melbourne, FL 32901, and the initial agent for service of process for the Partnership is Charles Ian Nash, Esquire, whose address is the same as that of the registered office of the Partnership.

3.

The mailing address for the Limited Partnership is to the attention of Evelyn Stewart Guyton, 5255 South Tropical Trail, Merritt Island, FL 32952., and the principal place of business shall be the same.

THE LIMITED PARTNERSHIP INTERESTS IN GUYTON FAMILY PARTNERSHIP, LTD. (THE "INTERESTS") ARE SUBJECT TO THE RESTRICTIONS ON TRANSFER SET FORTH IN ARTICLE 14 OF THIS AGREEMENT. THE INTERESTS HAVE BEEN ACQUIRED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER (i) THE FLORIDA SECURITIES AND INVESTORS PROTECTION ACT, AS AMENDED (THE "FLORIDA ACT"), IN RELIANCE UPON THE EXEMPTION PROVIDED IN SECTION 517.061 OF FLORIDA STATUTES, (ii) UNDER ANY OTHER STATE SECURITIES LAWS, OR (iii) UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "FEDERAL ACT"). NEITHER THE INTERESTS NOR ANY PART THEREOF MAY BE OFFERED FOR SALE, PLEDGED, HYPOTHECATED, SOLD, ASSIGNED OR TRANSFERRED AT ANY TIME EXCEPT IN COMPLIANCE WITH THE TERMS AND CONDITIONS OF ARTICLE 14 OF THIS AGREEMENT AND (i) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE FLORIDA ACT OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER THE FLORIDA ACT, (ii) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER ANY OTHER APPLICABLE STATE SECURITIES LAWS OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER SUCH SECURITIES LAWS OR THAT IS OTHERWISE IN COMPLIANCE WITH SUCH SECURITIES LAWS, AND (iii) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE FEDERAL ACT OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER THE FEDERAL ACT OR THAT IS OTHERWISE IN COMPLIANCE WITH THE FEDERAL ACT.

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4.

The name and business address of the general partner of the Limited Partnership is as follows:

- 1. Evelyn Stewart Guyton
5255 South Tropical Trail
Merritt Island, FL 32952.

5.

The latest date on which the Limited Partnership is to dissolve is December 31, 1998.

Executed on the date indicated by the General Partner of the Guyton Family Partnership, Ltd.

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GENERAL PARTNER

DATE EXECUTED

Evelyn Stewart Guyton
 Evelyn Stewart Guyton

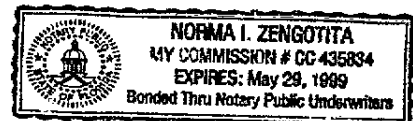
December 21, 1998

STATE OF FLORIDA
 COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared EVELYN STEWART GUYTON, the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same. She produced a Florida driver's licence as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of December, 1998.

Norma I. Zengotta
 NOTARY PUBLIC
 State of Florida
 My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 620.105, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited partnership

GUYTON FAMILY PARTNERSHIP, LTD.

2. The name and address of the registered agent and office is:

CHARLES IAN NASH, ESQUIRE
930 SOUTH HARBOR CITY BOULEVARD
SUITE 505
MELBOURNE, FLORIDA 32901

Having been named as registered agent and 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.

Charles Ian Nash, Registered Agent

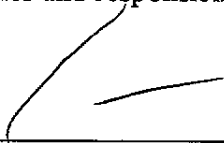
December 21, 1998

Date:

DIVISION OF CORPORATION, P.O. BOX 6327, TALLAHASSEE, FL. 32314

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DIVISION OF CORPORATIONS
98 DEC 29 PM 1:06

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said limited partnership.



Charles Ian Nash
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 1:06

STATE OF FLORIDA
COUNTY OF BREVARD

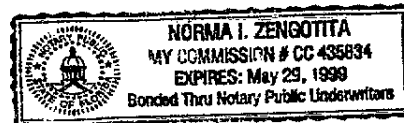
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, Charles Ian Nash, who is personally known to me and who executed the foregoing Certificate of Designation of Registered Agent/Registered Office and he acknowledged before me that he executed and subscribed to these Certificate of Designation of Registered Agent/Registered Office.

WITNESS my hand and official seal in the County and State aforesaid this 21st day of December, 1998.



Notary Public
State of Florida at Large

My Commission Expires:



AFFIDAVIT

BREVARD COUNTY:
STATE OF FLORIDA: ss

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 1:06

Personally appeared this day before me, the undersigned officer duly authorized in and for the County and State last aforementioned to take acknowledgments and administer oaths, EVELYN STEWART GUYTON, as President of Guyton Family Enterprises, Inc., a Florida corporation, the General Partner of Guyton Family Partnership, Ltd., who, after being duly sworn, deposes and says:

1. That Affiant is over the age of eighteen (18), otherwise competent to make this Affidavit and has personal knowledge of the matters set forth in this Affidavit.
2. Guyton Family Partnership, Ltd., formed under the laws of the State of Florida, pursuant to a written limited partnership agreement, has one (1) general partner and one (1) limited partner.
3. The amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is \$2,500,000.00.

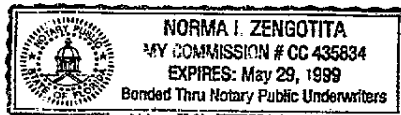
FURTHER, AFFIANT SAYETH NAUGHT.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 1:09

Evelyn Stewart Guyton
Evelyn Stewart Guyton, as President of Guyton Family Enterprises, Inc., a Florida corporation, the General Partner of Guyton Family Partnership, Ltd.

STATE OF FLORIDA
COUNTY OF BREVARD

SWORN TO and subscribed before me this 21st of December, 1998, by EVELYN STEWART GUYTON, as President of Guyton Family Enterprises, Inc., a Florida corporation, the General Partner of Guyton Family Partnership, Ltd. a Florida limited partnership who is personally known to me or who produced a Florida Driver's License as identification.



Norma Zengotita
Notary Public
State of Florida at Large

FRESE,
NASH & TORPY, P.A.
ATTORNEYS AT LAW
930 S. HARBOR CITY BLVD.
SUITE 505
MELBOURNE, FL 32901
(407) 984-3300
FAX (407) 951-3741

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