

A99000000091

ALSTON & BIRD LLP

One Atlantic Center  
1201 West Peachtree Street  
Atlanta, Georgia 30309-3424

404-881-7000  
Fax: 404-881-4777  
www.alston.com

Jan R. Ezell  
Corporate Paralegal

Direct Dial: 404-881-7442  
E-mail: jezell@alston.com

December 28, 1998

**BY UPS OVERNIGHT**

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

400002725044--4  
-12/29/98--01061--004  
\*\*\*\*113.75 \*\*\*\*113.75

Ladies and Gentlemen:

Enclosed for filing is a Certificate of Limited Partnership of Sherwood Partners, Ltd. Also enclosed is a check in the amount of \$113.75 in payment of the filing fee. I have enclosed an extra copy of the document to be file-stamped and returned to me in the enclosed self-addressed stamped envelope.

Thank you very much for your assistance. If you have any questions regarding the enclosed, please call me at (404) 881-7442.

Sincerely yours,

*Jan R. Ezell*  
Jan R. Ezell  
Corporate Paralegal

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 14 PM 4: 57

|                   |                                         |
|-------------------|-----------------------------------------|
| Name              | JRE:imw                                 |
| Availability      | Enclosure                               |
| Document Examiner | cc: Mr. John C. Sawyer<br>ATL/100014200 |
| Updater           | nc                                      |
| Updater Verifier  | BOC                                     |
| Acknowledgement   | BOC                                     |
| W. P. Verifier    | BOC                                     |

1211 East Morehead Street  
P. O. Drawer 34009  
Charlotte, NC 28234-4009  
704-331-6000  
Fax: 704-334-2014

3605 Glenwood Avenue  
P. O. Drawer 31107  
Raleigh, NC 27622-1107  
919-420-2200  
Fax: 919-881-3175

601 Pennsylvania Avenue, N.W.  
North Building, 11th Floor  
Washington, DC 20004-2601  
202-756-3300  
Fax: 202-756-3333

A99000000091

TC  
\$10,000.00

W990000000438



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 7, 1999

JAN R. EZELL  
ALSTON & BIRD LLP  
1201 W PEACHTREE ST., ONE ATLANTIC CENTE  
ATLANTA, GA 30309-3424

SUBJECT: SHERWOOD PARTNERS, LTD.  
Ref. Number: W99000000438

We have received your document for SHERWOOD PARTNERS, LTD. and your check(s) totaling \$113.75. 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: 299A00000753

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SHERWOOD PARTNERS, LTD.**

The general partner of Sherwood Partners, Ltd., desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby certifies as follows:

1. The name of the limited partnership is Sherwood Partners, Ltd.
2. The character of the business of the limited partnership is to hold property for investment.
3. The address of the registered office of the limited partnership is U.S. #1 and Colorado Avenue, Stuart, Florida 34995. The name of the initial agent at the address of the registered office is Dennis S. Hudson, III.
4. The name and business address of the general partners of the limited partnership are as follows:

Dennis S. Hudson, Jr.  
U.S. #1 and Colorado Avenue  
Stuart, Florida 34995

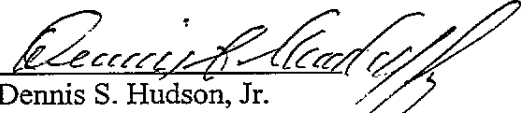
Anne P. Hudson  
U.S. #1 and Colorado Avenue  
Stuart, Florida 34995

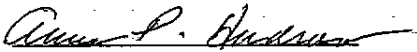
Dennis S. Hudson, III  
U.S. #1 and Colorado Avenue  
Stuart, Florida 34995

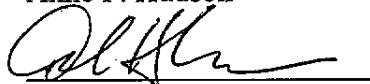
5. The latest date upon which the limited partnership is to dissolve is December 31, 2025, unless terminated earlier in accordance with the Limited Partnership Agreement of Sherwood Partners, Ltd.
6. The mailing address and principal place of business address for the limited partnership is U.S. #1 and Colorado Avenue, Stuart, Florida 34995.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 14 PM 4:57

IN WITNESS WHEREOF, the general partners have caused this certificate to be  
executed and sealed this 28th day of December, 1998.

  
Dennis S. Hudson, Jr.

  
Anne P. Hudson

  
Dennis S. Hudson, III

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 14 PM 4:57

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

*The undersigned constituting all of the general partners of Sherwood Partners, Ltd., a  
Florida Limited Partnership, certify:*

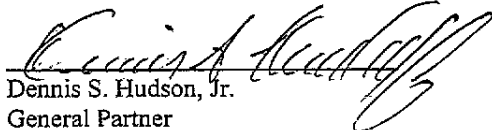
The amount of capital contributions to date of the limited partners is \$ -0-.

The total amount contributed and anticipated to be contributed by the limited partners at  
this time totals \$ 10,000.00.

Signed this 28th day of December, 1998.

**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.*

  
Dennis S. Hudson, Jr.  
General Partner

  
Anne P. Hudson  
General Partner

  
Dennis S. Hudson, III  
General Partner

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 14 PM 4:58