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J. Lee Smith  
5177 Tallow Wood Ct.  
Orlando, FL 32808

Florida Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-02/08/99--01078--011

Dear Sir or Madam:

\*\*\*\*157.50 \*\*\*\*157.50

Please find enclosed the "Certificate of Limited Partnership" and the "Affidavit of Capital Contributions for Florida Limited Partnership" along with a check to Department of State in the amount of \$157.50.

This includes:

\$70.00 for \$10,000 of total contributions  
\$35.00 fee for designation of Registered Agent  
\$52.50 for (1) certified copy

The name of the contact person is James Lee Smith whose telephone number is (407) 293-0504 Or (407) 925-6853, with an address of 5177 Tallow Wood Ct. Orlando, FL 32808. Please address the acknowledgement to this address.

Thank you very much.

Sincerely,

*J. Lee Smith*

J. Lee Smith  
2/1/99

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TALLAHASSEE, FLORIDA

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## CERTIFICATE OF LIMITED PARTNERSHIP

1. J. Lee Smith Family, Limited Partnership  
(Name of limited Partnership: must contain a suffix such as "Limited", "LTD.", or "Limited Partnership")

2. 5177 Tallow Wood Court, Orlando, Fl 32808  
(Business address of Limited Partnership)

3. James Lee Smith  
(Name of Registered Agent for Service of Process)

4. 5177 Tallow Wood Court, Orlando, Fl 32808  
(Florida street address for Registered Agent)

5. James Lee Smith  
(Registered Agent must sign here to accept designation Agent Registered for Service of Process)

6. 5177 Tallow Wood Court, Orlando, Fl 32808  
(Mailing Address of Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 1/31/24

8. Name(s) of General Partner(s): \_\_\_\_\_ Street Address: \_\_\_\_\_

James Lee Smith 5177 Tallow Wood Court, Orlando, Fl 32808

Nancy Diane Smith 5177 Tallow Wood Court, Orlando, Fl 32808

9. *Additional Contributions.* No additional contributions of the Limited Partners have been agreed upon.

10. *Return of Contributions.* No Limited Partner shall be entitled to withdraw or demand the return of any part of such Partner's capital contribution except upon dissolution of the Partnership.

11. *Profits.* All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

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12. *Assignments.* A Limited Partner shall have the right to sell such Partner's interest in the Partnership but only after such Limited Partner gives to the Partnership a 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

13. *Additional Limited Partners.* The General Partner may admit additional limited partners.

14. *Priority Among Limited Partners.* There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

15. *Continuance of Business.* Upon the death, retirement or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of 50% of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

16. *Property Other Than Cash.* A limited Partner may not demand property other than cash in return for such Partner's contributions.

17. *Amount of Cash and Agreed Value and Description of Other Property Contributed.* The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto, with an agreed value of \$10,000.

Partners	Percentage Interest	Contribution
James Lee Smith	10%	\$1,000
Nancy Diane Smith	60%	\$6,000
Rebekah L. Smith	10%	\$1,000
James P. Smith	10%	\$1,000
Hannah E. Smith	10%	\$1,000

Under 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.

Signed this 1<sup>st</sup> day of February, 1999.

Signature of all general partners:

James Lee Smith  
General Partner

Nancy Diane Smith  
General Partner

LIMITED PARTNERS:

James Lee Smith FOR Rebekah L. Smith (a minor)  
Signature

James Lee Smith FOR James P. Smith (a minor)  
Signature

James Lee Smith FOR Hannah E. Smith (a minor)  
Signature

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Schedule "A"

Attached to THE J. Lee Smith Family LIMITED PARTNERSHIP, dated  
the 1st day of February 19 99.

1. The following real estate subject to the encumbrances owed thereon to-wit:

none

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The above-described real estate is hereby conveyed to said \_\_\_\_\_  
LIMITED PARTNERSHIP with Grantors retaining the obligation to personally pay  
all obligations thereon if any presently exist.

2. The following accounts in the following institutions, together with all future  
additions, interest or accumulations therein:

Charles Schwab Brokerage Account  
Account #8265-0442

First Union National Bank  
Account # 3090013542151

3. The following securities in the following companies:

See (2) above

4. All rights, title and interests in and to the following:

- + Computer System #1: 300Mhz /HD/FD/56k modem/24x CDROM  
14" AmpView monitor and Okidata OL400 LED printer
- + Computer System #2: 300Mhz /HD/FD/56k modem/24x CDROM  
17" CTX monitor and HP OfficeJet 500 printer
- + Computer System #3: 233Mhz /HD/FD/36k modem/24x CDROM  
17" CTX monitor and Cannon BJC5000 printer
- + Computer System #4: 75Mhz Pentium Packard-Bell /HD/FD/14.4k modem/CDROM  
Sony Trinitron 15sx monitor and HP OfficeJet 500 printer
- + Computer System #5: 75Mhz Pentium Packard-Bell /HD/FD/14.4k modem/CDROM  
14" US Logic monitor and HP DeskJet 400 printer
- + Computer System #6: 486-DX100 /HD/2FD/56k modem/CDROM  
14" Monitor and Digital DECwriter 500 printer
- + 19" FUNAI TV model FT1971A, serial # V09838624
- + FUNAI Video Cassette Recorder model F2840L, serial # U11846935
- + RICOH FT4418 Copier
- + Telephones:
  - 2-line Lucent Technologies Model 922 (quantity 2)
  - 2-line G.E. (quantity 2)
  - Cordless Lucent Technologies 7220 (quantity 1)
- + Everett Studio Piano
- + FUNAI FT1971A 19" TV
- + Emerson TC2555D 27" TV
- + JVC 4hd HQ VCR (quantity 2)
- + All personal property located at 5177 Tallow Wood Ct. Orlando, FL  
including furniture and electronics.

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DATED the 1<sup>st</sup> day of February, 1999.

James Lee Smith  
Signature

Nancy Diane Smith  
Signature

STATE OF FLORIDA

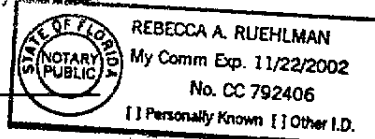
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of February, 1999

By James Lee Smith and Nancy Diane Smith

Rebecca A. Ruehlman  
Notary Public  
2210 Charlotte Dr  
Longwood, FL 32779  
Residing at

My commission expires: \_\_\_\_\_



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

*The undersigned constituting all of the general partners of* The J. Lee Smith Family  
Limited Partnership

*a Florida Limited Partnership, certify:*

The amount of capital contributions to date of the limited partners is \$ 3,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time  
totals \$ 3,000.00

Signed this 1st day of February, 1999

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.*

James Lee Smith

General Partner

Nancy Diane Smith

General Partner

General Partner

General Partner

General Partner

General Partner

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