

Law Offices of
KENNEDY & PYLE

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Stephen G. Martin

April 28, 1999

Division of Corporations
Attn: New Limited Partnership and Corporate Filings
George Firestone Building
409 East Gaines Street
Tallahassee, Florida, 32399

Re: Dineen Family Limited Partnership and M.K.D., M.D., Inc.

Ladies and Gentlemen:

I am enclosing herewith the original and a copy of the Articles of Incorporation for the above-named corporation. In addition, I have enclosed the original and a copy of the Certificate of Limited Partnership, Affidavit of Capital Contributions, and Certificate of Designation of Registered Agent/Registered Office, for the above-named limited partnership. Finally, I have enclosed a check in the sum of \$236.25 which represents the following fees:

M.K.D., M.D., Inc.:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Fee	\$ <u>35.00</u>
Total	\$ <u>78.75</u>

Dineen Family Limited Partnership:

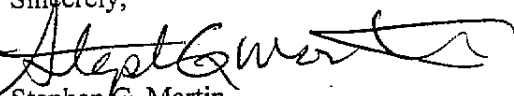
Filing Fee	\$ 70.00
Certified Copy	\$ 52.50
Registered Agent Fee	\$ <u>35.00</u>
Total	\$ <u>157.50</u>

Total **\$ 236.25**

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 TALLAHASSEE, FLORIDA

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Please file the original of the enclosed documents, and return certified copies to the undersigned.
Thank you.

Sincerely,

Stephen G. Martin

4/25/99

Enclosures

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
Dineen Family Limited Partnership**

The undersigned, for the purpose of forming a limited partnership under the Florida Revised Uniform Limited Partnership Act, Florida Statutes Chapter 620, hereby executes the following Certificate of Limited Partnership.

I. NAME. The name of the Limited Partnership shall be Dineen Family Limited Partnership ("Partnership").


II. ADDRESS. The street address of the principal office and mailing address of the Limited Partnership shall be 12 Sandcastle Drive, Ormond Beach, Florida 32176.

III. DURATION. The Limited Partnership shall commence its existence on the date this Certificate of Limited Partnership is filed by the Florida Department of State. The Limited Partnership's existence shall terminate not later than December 31, 2020, unless the Partnership is earlier dissolved as provided in the Limited Partnership Agreement.

IV. REGISTERED OFFICE AND AGENT. The name of the registered agent of the Limited Partnership in the State of Florida is Stephen G. Martin, and the street address of the registered office of the Limited Partnership is 1265 W. Granada Blvd., Suite 1, Ormond Beach, Florida 32174.

V. GENERAL PARTNER. The name and physical address and mailing address of the sole General Partner of the Limited Partnership are M.K.D., M.D., 12 Sandcastle Drive, Ormond Beach, Florida 32176.

IN WITNESS WHEREOF, the undersigned general partner has executed this Certificate of Limited Partnership on this 25 day of February, 1999.


Martin K. Dineen, President of
M.K.D., M.D., General Partner

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**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 Statement Designating Its Registered Agent/Registered Office in the State of Florida.

1. The name of the Limited Partnership is **Dineen Family Limited Partnership**
2. The name and address of the registered agent and office are:

Stephen G. Martin 1265 W. Granada Blvd., Suite 1
Ormond Beach, Florida 32174

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.

Dated: February 25, 1999


Stephen G. Martin, Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
DINEEN FAMILY LIMITED PARTNERSHIP**

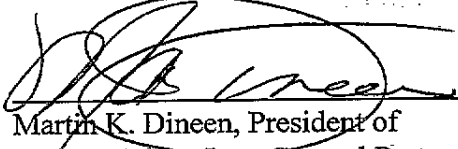
The undersigned, constituting the sole general partner of **DINEEN FAMILY LIMITED PARTNERSHIP**, deposes and says:

1. The amount of capital contributions to date of the limited partners is Ten Thousand Dollars (\$10,000.00).
2. The total amount of capital contributed and anticipated to be contributed by the limited partners at this time is Ten Thousand Dollars (\$10,000.00).

FURTHER AFFIANT SAYETH NAUGHT.

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

Dated: February 25, 1999


Martin K. Dineen, President of
M.K.D., M.D., Inc., General Partner

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