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ATTORNEYS AT LAW

SUITE 2500

390 NORTH ORANGE AVENUE

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*BOARD CERTIFIED
TAX ATTORNEY

PLEASE REPLY TO:

POST OFFICE BOX 3829
ORLANDO, FL 32802-3829

April 27, 1999

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

Re: The Smith Family Limited Partnership

300002856653--4
-04/29/99--01085--006
***1785.00 ***1785.00

Dear Sir/Madam:

Enclosed please find a Certificate of Limited Partnership for the above-referenced entity to be filed with your office, as well as our firm check in the amount of \$1,785.00 to cover the filing fees.

If you have any questions on the enclosed, please do not hesitate to contact me immediately.

Sincerely yours,

W99-10244


Nancy J. Calhoun
Assistant to Stephen G. Sailey

/njc
Enclosures

5/13/99

FILED
99 MAY 13 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 3, 1999

SALLEY, FEINBERG, HAMES & HINTZE, P.A.
ATTN: NANCY J. CALHOUN
390 NORTH ORANGE AVE., SUITE 2500
ORLANDO, FL 32801

SUBJECT: THE SMITH FAMILY LIMITED PARTNERSHIP
Ref. Number: W99000010244

We have received your document for THE SMITH FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 999A00023579

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99 MAY 13 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SALLEY, FEINBERG, HAMES & HINTZE, P. A.

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May 7, 1999

PLEASE REPLY TO:

POST OFFICE BOX 3829
ORLANDO, FL 32802-3829

Ms. Agnes Lunt
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Smith Family Limited Partnership
Ref. Number: W99000010244

Dear Ms. Lunt:

Per our telephone conversation this morning, enclosed please find the Certificate of Limited Partnership for the above-referenced entity with the appropriate name correction. The new entity name is: THE VERNON SMITH FAMILY LIMITED PARTNERSHIP.

Thank you for your assistance with this matter.

Sincerely Yours,



Nancy J. Calhoun
Assistant to Stephen G. Salley

/njc
Enclosure

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99 MAY 13 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VERNON
THE SMITH FAMILY LIMITED PARTNERSHIP**

The undersigned, desiring to form a partnership pursuant to the Florida Uniform Limited Partnership Act as set forth in Sections 620.101 et seq. of the Florida Statutes, do hereby certify that:

1. The name of the limited partnership is ^{VERNON} **THE SMITH FAMILY LIMITED PARTNERSHIP.**

2. The address of the office and the name and address of the agent for service of process to be maintained by Florida Statute §620.105 is:

Name

Address

Vernon D. Smith

3150 North A1A, #501N
Fort Pierce, Florida 34949

3. The name and business address of the General Partner is as follows:

Name

Place of Business

Vernon D. Smith

3150 North A1A, #501N
Fort Pierce, Florida 34949

4. The mailing address for the limited partnership is:

3150 North A1A, #501N
Fort Pierce, Florida 34949

5. The latest date upon which the limited partnership is to dissolve is December 31, 2044.

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99 MAY 13 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF the undersigned has executed this Certificate this 16th day of April, 1999.

Signed, sealed and delivered
in the presence of:

VERNON
THE SMITH FAMILY LIMITED
PARTNERSHIP, a Florida Limited
Partnership

Stephen G. Salley
Name: STEPHEN G. SALLEY

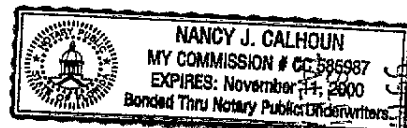
By Vernon D. Smith
Name: Vernon D. Smith
Title: General Partner

Jo Ellen Ross
Name: Jo Ellen Ross

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Certificate of Limited Partnership was acknowledged before me this 16th of April, 1999, by Vernon D. Smith, as General Partner of The Smith Family Limited Partnership, a Florida limited partnership, on behalf of the Partnership. He is personally known to me or has produced _____ as identification. Vernon

Nancy J. Calhoun
Print Name: Nancy J. Calhoun
Notary Public, State of Florida
My Commission Expires:



FILED
MAY 13 PM 3:42
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Sections 48.091 and 620.105, Florida Statutes, the following is submitted:

That THE ^{VERNON}SMITH FAMILY LIMITED PARTNERSHIP, desiring to organize or qualify as a limited partnership under the laws of the State of Florida, with its principal place of business at 3150 North A1A, #501N, Fort Pierce, Florida 34949, has named Vernon D. Smith, whose address is 3150 North A1A, #501N, Fort Pierce, Florida 34949, as its agent to accept service of process within the State of Florida.

GENERAL PARTNER:


By: 

Vernon D. Smith, as General Partner of
THE SMITH FAMILY LIMITED PARTNERSHIP

VERNON

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 relative to the proper performance of my duties.

Dated this 12th day of April, 1999.


Vernon D. Smith
Registered Agent

99 MAY 13 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared VERNON D. SMITH who is the general partner of ^{VERNON} THE SMITH FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership", of St. Lucie County, Florida, who upon being duly sworn, on oath, deposes and says to the best of his knowledge and belief:

1. That Vernon D. Smith is the general partner of ^{VERNON} THE SMITH FAMILY LIMITED PARTNERSHIP, a limited partnership organized under the laws of the State of Florida.
2. That the principal place of business of the limited partnership is 3150 North A1A, #501N, Fort Pierce, Florida 34949.
3. That the amount of the capital contributions of the limited partners to the Partnership is \$2,400,000.00.
4. That the amount of additional capital contributions anticipated to be contributed by the limited partners is \$-0-.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

^{VERNON}
THE SMITH FAMILY LIMITED PARTNERSHIP
a Florida limited partnership

By: 
Vernon D. Smith, Its General Partner

Sworn to and subscribed before me this 12th day of April, 1999.


Notary Public, State of Florida
My Commission Expires:

