



THE UNITED STATES
CORPORATION
COMPANY

A99000000855

ACCOUNT NO. : 072100000032

REFERENCE : 255884 4724636

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 27, 1999

ORDER TIME : 10:42 AM

ORDER NO. : 255884-005

CUSTOMER NO: 4724636

CUSTOMER: David Dreyer, Esq
JONES FOSTER JOHNSTON & STUBBS
JONES FOSTER JOHNSTON & STUBBS
Suite 1100
505 South Flagler Drive
West Palm Beach, FL 33401

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-05/27/99--01055--011
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DOMESTIC FILING

NAME: TALMAGE FAMILY LIMITED
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: BK

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 27 AM 11:32

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 27 PM 1:07

5/27/99

CERTIFICATE OF LIMITED PARTNERSHIP

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 27 PM 1:08

1. The name of the limited partnership is the "Talmage Family Limited Partnership";
2. The address of the office of the partnership is 1137 Devonshire Way, Palm Beach Gardens, FL 33418;
3. The name of the agent for service of process is Thornton M. Henry, whose business address is 505 South Flagler Drive, Suite 1100, West Palm Beach, FL 33401;
4. The names and addresses of the general partners are Theodore F. Talmage and Jean Clark Talmage each of whose address is 1137 Devonshire Way, Palm Beach Gardens, FL 33418;
5. The mailing address for the limited partnership is 1137 Devonshire Way, Palm Beach Gardens, FL 33418;
6. The latest date upon which the limited partnership is to dissolve is fifty (50) years from the filing of this Certificate;
7. This certificate is effective upon filing.

The undersigned affirm under penalties of perjury that the facts stated herein are true.

Theodore F. Talmage
Theodore F. Talmage, General Partner

5/25/99
Date

Jean Clark Talmage
Jean Clark Talmage, General Partner

5.25.99
Date

The undersigned hereby accepts his appointment as agent for service of process.

Thornton M. Henry
THORNTON M. HENRY

AFFIDAVIT

The undersigned, Theodore F. Talmage and Jean Clark Talmage, the general partners of the Talmage Family Limited Partnership, being duly sworn, do hereby depose and say:

1. I am over the age of eighteen (18) years and believe in the obligation of an oath.
2. The limited partners anticipate contributing property to the Talmage Family Limited Partnership having a fair market value of \$6,000,000.00. No further contributions by the limited partners are anticipated.

Theodore F. Talmage
Theodore F. Talmage, General Partner

5/25/99
Date

Jean Clark Talmage
Jean Clark Talmage, General Partner

5-25-99
Date

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed and acknowledged before me this 25th day of May, 1999 by Theodore F. Talmage and Jean Clark Talmage as General Partners of the Talmage Family Limited Partnership, who are personally known to me or who have produced _____ as identification.

(Notary Seal)

Thornton M. Henry
Notary Public

Print Name Thornton M. Henry

My commission expires: 9/11/99

THORNTON M. HENRY
Notary Public, State of Florida
My Commission Expires Sept. 11, 1999
Commission No. CC 584328