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TROUTMAN SANDERS LLP
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A LIMITED LIABILITY PARTNERSHIP

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May 27, 1999

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

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RE: Thompson Family Management, Inc.
Thompson Holdings, Ltd.

Dear Sir or Madam:

6 1999 1999WU31391

I am enclosing formation documents on behalf of Thompson Family Management, Inc., a Florida corporation, and Thompson Holdings, Ltd., a Florida limited partnership. Thompson Family Management, Inc. will act as the sole general partner of Thompson Holdings, Ltd. Accordingly, the incorporation documents for Thompson Family Management, Inc. should be filed immediately before the Certificate of Limited Partnership of Thompson Holdings, Ltd.

In connection with the foregoing filings, please find enclosed an original and one copy of the following documents:

1. Articles of Incorporation of Thompson Family Management, Inc. the general partner of Thompson Holdings, Ltd.
2. Certificate of Limited Partnership of Thompson Holdings, Ltd. and
3. Affidavit of Capital Contributions on behalf of Thompson Holdings, Ltd.

Also, I would like to obtain a certified copy of the Articles of Incorporation and Certificate of Limited Partnership.

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TALLAHASSEE, FLORIDA

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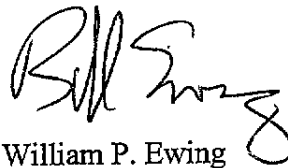
Department of State
May 27, 1999
Page 2

I am also enclosing a check in the amount of \$1,916.25, which covers the following fees:

Thompson Holdings, Ltd.:	
Filing Fee	\$1,750.00
Registered Agent Designation	35.00
Certified Copy	52.50
Thompson Family Management, Inc.	
Filing Fee	35.00
Registered Agent Designation	35.00
Certified Copy	8.75

If you have any questions regarding the foregoing, please contact me immediately at (404) 885-3836. Thank you for your assistance with this filing.

Very truly yours,


William P. Ewing

WPE:akl
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THOMPSON FAMILY HOLDINGS, LTD.

In connection with the formation of a Florida limited partnership pursuant to Section 620.108, Florida Statutes, the undersigned hereby certifies as follows:

1. The name of the limited partnership shall be Thompson Family Holdings, Ltd. (the "Partnership").
2. The business address of the Partnership is 700 Wavecrest Drive, Unit 103, Indialantic, Florida 32903.
3. The name of the registered agent for service of process is S. Ronald Thompson.
4. The Florida street address for the registered agent is 700 Wavecrest Drive, Unit 103, Indialantic, Florida 32903.
5. The mailing address of the Partnership is P. O. Box 4200, Indialantic, Florida 32903.
6. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2049.
7. The name of the general partner is Thompson Family Management, Inc., a Florida corporation, and its street address is 700 Wavecrest Drive, Unit 103, Indialantic, Florida 32903.

SECRETARY OF STATE
ALLAHASSEE, FLORIDA
99 MAY 28 AM 10:50

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Under penalties of perjury, the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 25 day of May, 1999.

THOMPSON FAMILY MANAGEMENT,
INC., a Florida corporation


By: S. Ronald Thompson, President

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TALLAHASSEE, FLORIDA

REGISTERED AGENT APPOINTMENT

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.

5-25-99
Date

S. Ronald Thompson
S. Ronald Thompson

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TALLAHASSEE, FLORIDA

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

The undersigned constituting the sole general partner of Thompson Family Holdings, Ltd., a Florida limited partnership, certifies:

1. The amount of capital contributions to date of the limited partners is \$0.00.

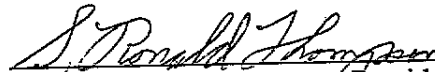
2. The total amount contributed and anticipated to be contributed by the limited partners at the time totals \$ 10,000,000.

Signed this 25 day of May, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

THOMPSON FAMILY MANAGEMENT,
INC., a Florida corporation


By: S. Ronald Thompson, President

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TALLAHASSEE, FLORIDA