

PLEAT & ASSOCIATES, P.A.
ATTORNEYS AT LAW

DAVID BRAND PLEAT*
R. LANE LYNCHARD, LL.M.
SABRINA A. BISORDI†

*ALSO ADMITTED IN D.C. & MD.
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4477 LEGENDARY DRIVE
SUITE 202
DESTIN, FLORIDA 32541
(850) 650-0599
FAX (850) 650-4402
E-MAIL: pleat@nuc.net

A99000001165
July 1, 1999

Florida Department of State
Attn: Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

700002930067--3
-07/13/99-01058-004
*****87.50 *****87.50

RE: Butler Family Limited Partnership

Dear Sir or Madam:

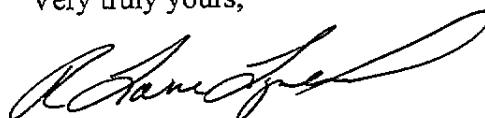
Enclosed for filing is the original and one copy of the proposed Certificate of Limited Partnership, Certificate of Acceptance of Registered Agent, and Affidavit of Capital Contribution for the above-named limited partnership. Also enclosed is a check payable to the State of Florida, Secretary of State in the amount of \$87.50 to cover the following:

Certificate of Limited Partnership - \$52.50
Registered Agent Designation - \$35.00

Total Fees \$87.50

If you have any questions concerning the foregoing, please do not hesitate to contact my office.

Very truly yours,



R. Lane Lynchard

RLL/tpk
Enclosure

A99-1165

Name Availability	OR
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 13 PM 1:19

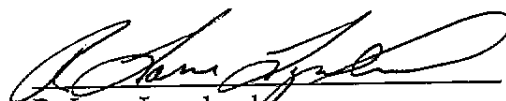
**CERTIFICATE OF LIMITED PARTNERSHIP
OF BUTLER FAMILY LIMITED PARTNERSHIP**

The undersigned, desiring to form a Limited Partnership in accordance with the Florida Revised Uniform Limited Partnership Act and being duly sworn does certify as follows:

1. The name of the partnership is the Butler Family Limited Partnership.
2. The principal place of business of the partnership is located at 4477 Legendary Drive, Suite 101, Destin, Florida 32541.
3. The name and address of the registered agent is R. Lane Lynchard, Pleat & Associates, P.A., 4477 Legendary Drive, Suite 202, Destin, Florida 32541.

CERTIFICATE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.

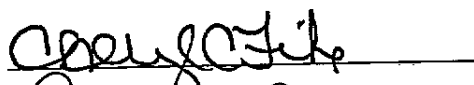
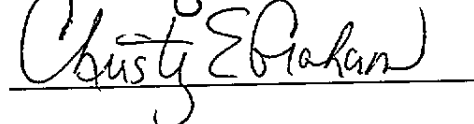

R. Lane Lynchard

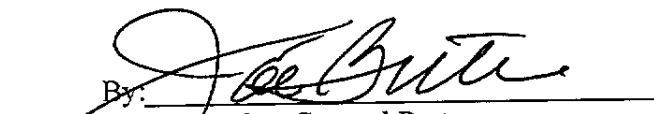
4. The mailing address of the limited partnership is 4477 Legendary Drive, Suite 101, Destin, Florida 32541.
5. The latest date upon which the limited partnership is to be dissolved is December 31, 2029.
6. The name and business address of the general partner is as follows:

Joe Butler
4477 Legendary Drive
Suite 101
Destin, Florida 32541

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. Signed this 8th day of July, 1999.

WITNESSES:

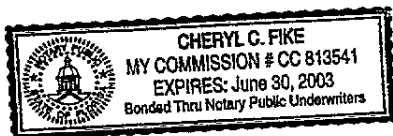
By: 
Joe Butler, General Partner

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99 JUL 13 PM 1:55

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared Joe Butler who produced Drivers License as identification and who is to me well known to be the person described in and who subscribed the above Certificate of Limited Partnership and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Destin, in said County and State this 8th day of July, 1999



Cheryl C. Fike

Print Notary's Name: _____

Notary Public, State of Florida

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

The undersigned, being the general partner of Butler Family Limited Partnership, a Florida limited partnership, hereby certifies that the amount of capital contributions to date of the limited partners is zero (\$0.00). The total amount contributed and anticipated to be contributed by the limited partners at this time totals Five Thousand Dollars (\$5,000.00).

Signed this 8th day of July, 1999.

Further affiant sayeth not.

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.

WITNESSES:

Orange C. Fike
Christy E. Graham

By: Joe Butler
Joe Butler, General Partner

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SECRETARY OF STATE
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STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared Joe Butler who produced driver's license as identification and who is to me well known to be the person described in and who subscribed the above Affidavit and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Destin, in said County and State this 8th day of July, 1999



Orange C. Fike
Print Notary's Name: _____
Notary Public, State of Florida