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JAMES V. WALKER
RANDAL C. FAIRBANKS

STEVEN C. KOEGLER
(OF COUNSEL)

217 Ponte Vedra Park Drive, Suite 200
Ponte Vedra Beach, Florida 32082

PLEASE REPLY TO:
P. O. Box 676
Ponte Vedra Beach, FL 32004-0676

Telephone: (904) 285-3204
Facsimile: (904) 280-8965
E-Mail: jvw@w-k.com

Jacksonville Office: (904) 998-9800

August 5, 1999

Attention: Limited Partnership Filing Section
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

800002953698--6
-08/09/99-01045-010
****157.50 ****157.50

Re: Retail Optics, Ltd.

W99-18496

Ladies and Gentlemen:

Enclosed is the original and one copy of the Certificate of Limited Partnership (including the Affidavit of Contributions) for the above partnership to be filed in your office. Also enclosed is our check in the amount of \$157.50 to cover the following filing fees:

Filing Fee	70.00 (10,000 X \$7 per thousand)
Registered Agent fee	35.00
Certified Copy	52.50
Total	157.50

Should you have any questions regarding this partnership, please do not hesitate to call me. Please return the certified copy of the Limited Partnership Certificate to me at our **post office box** address.

Very truly yours,

WALKER & FAIRBANKS, P.A.

Peggy D. Adolphson
Peggy D. Adolphson
Certified Legal Assistant

pa
Enclosures

FILED
SECRETARY OF STATE
AUG 17 AM 9:01

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8/17

**CERTIFICATE OF LIMITED PARTNERSHIP
AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Retail Optics, Ltd.

This Certificate of Limited Partnership made and entered into this 4th day of August, 1999, by and between **James D. Jones** and **Kima A. Smith**, as the General Partners ("General Partner(s)") and the Limited Partners ("Limited Partner(s)"), whereby the parties hereto agree and form a Limited Partnership pursuant to Chapter 620 of the Florida Statutes and do hereby swear, affirm and certify as follows:

1. The name of the Limited Partnership is **Retail Optics, Ltd.**
2. The purpose of the Limited Partnership is to own and operate a retail service business and to trade, buy, sell or otherwise hold or dispose of real and personal property and investments of any kind and nature.
3. The principal place of business of the Limited Partnership is c/o Walker & Fairbanks, P.A., 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082, and its mailing address is Post Office Box 676, Ponte Vedra Beach, Florida 32004.
4. The names and addresses of all of the General Partners are:
**James D. Jones, 5323 Heronview Drive, Jacksonville, Florida 32257, and
Kima A. Smith, 7577 Allspice Circle North, Jacksonville, Florida 32244**
5. The name and address of the agent for service of process for the Limited Partnership shall be **Randal C. Fairbanks, 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082.**
6. The Affidavit of Capital Contributions is attached hereto as Schedule A; the Limited Partners shall have no responsibility for additional contributions to the Partnership.
7. The Limited Partnership and limitation of liability of the Limited Partners shall commence on the date of filing with the Secretary of State of Florida and shall continue until December 31, 2029.

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SECRETARY OF STATE
99 AUG 11 AM 9:01

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

GENERAL PARTNERS:

James D. Jones
James D. Jones

Kima A. Smith
Kima A. Smith

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing Certificate of Limited Partnership was acknowledged before me this 4th day of August, 1999, by James D. Jones, who is personally known to me or who has produced _____ as identification, and who acknowledged that he signed such instrument of his own free will.

Randal C. Fairbanks
Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.

FILED
SECRETARY OF STATE
99 AUG 17 AM 9:01

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing Certificate of Limited Partnership was acknowledged before me this 4th day of August, 1999, by Kima A. Smith, who is personally known to me or who has produced _____ as identification, and who acknowledged that she signed such instrument of her own free will.

Randal C. Fairbanks
Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

First that Retail Optics, Ltd., filing its Certificate of Limited Partnership pursuant to Chapter 620 of the laws of the State of Florida, with its principal office in the State of Florida has named Randal C. Fairbanks, located at 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Limited Partnership at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Limited Partnership, I hereby agree to act in this capacity and to comply with the provisions of said laws.

By: Randal C. Fairbanks
Randal C. Fairbanks, Registered Agent

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SECRETARY OF STATE
DIVISION
99 AUG 17 AM 9:01

Schedule "A"
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)

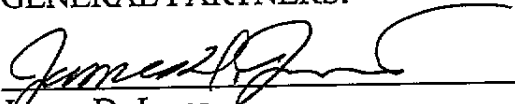
COUNTY OF ST. JOHNS)

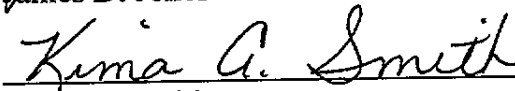
The undersigned constituting all of the General Partners of Retail Optics, Ltd. hereby certify:

The amount of capital contributions to date to the Limited Partnership is \$10,000, and a total of \$ 10,000 in contributions is anticipated.

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

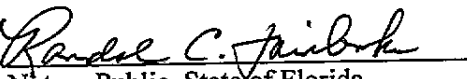
GENERAL PARTNERS:


James D. Jones


Kimia A. Smith

FILED
SECRETARY OF STATE
99 AUG 17 AM 9:01

Sworn to and subscribed to before me
this 4th day of August, 1999


Notary Public, State of Florida
Notary's Stamped or Printed Name:
My commission expires:



RANDAL G. FAIRBANKS
Comm. No. GC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.

Personally known
 Produced _____ as identification