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Aug-31-99 05:43P Daniel Hicks, P.A. 352 351 8054 P.01

Florida Department of State
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From:

Account Name : DANIEL HICKS, P.A.
Account Number : 075061003325
Phone : (352) 351-3353
Fax Number : (352) 351-8054

FLORIDA LIMITED PARTNERSHIP

MILDZ ENTERPRISES, LTD.

Certificate of Status	1
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Estimated Charge	\$113.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 31, 1999

DANIEL HICKS, P.A.

SUBJECT: MLDZ ENTERPRISES, LTD.
REF: W99000020262

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the entity's complete mailing address.

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

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) 487-6967.

Michelle Hodges
Document Specialist

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**CERTIFICATE OF LIMITED
PARTNERSHIP
OF
MLDZ ENTERPRISES, LTD.**

The parties hereto do hereby certify that an Agreement was made effective the 31st day of August, 1999, at Ocala, Florida, between the three following named individuals, herein called "General Partners":

GLEN A. MORGAN

DONALD LIEBELT

DAVID P. DUPERE

GREGORY S. FLANAGAN, P.A.
230 Northeast 25th Avenue, Suite 200
Ocala, Florida 34470
Phone No. (352) 732-2773
Florida Bar No. 371599

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and by the three following named individuals, hereinafter referred to as "Limited Partners":

CHERYL MORGAN

SUSAN LIEBELT

NANCY DUPERE

WITNESSETH:

1. *Name.* The name of this Limited Partnership is MLDZ ENTERPRISES, LTD.

2. *Business.* The general character of the Partnership business shall be to acquire real property in Ocala, Marion County, Florida and to construct thereon a professional office building to be owned by the partnership, said building to be leased to 3rd party tenants, and to conduct such other businesses as may be agreed upon by the General Partners by subsequent written agreement.

3. *Principal Place of Business.* The location of the principal place of business of the Partnership is: 2760 SE 17th Street, Ocala, Florida 34471.

4. *Registered Agent and Office.* The registered agent for this Limited Partnership is: GREGORY S. FLANAGAN, P.A. The street address of the registered agent and the registered agent office is: 230 Northeast 25th Avenue, Suite 200, Ocala, Florida 34470.

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9. *Profits.* All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

10. *Assignment.* A Limited Partner shall have the right to sell such Partner's interest in the Partnership but only after such Limited Partner gives to the Partnership a 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. *Additional Limited Partners.* The General Partner may admit additional Limited Partners.

12. *Priority Among Limited Partners.* There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

13. *Continuance of Business.* Upon the death, retirement or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or become insane, then the Limited Partners holding interest in capital in excess of 50% of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

15. *Property Other Than Cash.* A Limited Partner may not demand property other than cash in return for such Partner's contribution.

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5. *The Partners.* The General Partners and Limited Partners of this Limited Partnership are as follows:

General Partners

Place of Business

GLEN A. MORGAN

2760 SE 17th Street, Ocala, Florida 34471

DONALD LIEBELT

2760 SE 17th Street, Ocala, Florida 34471

DAVID P. DUPERE

2760 SE 17th Street, Ocala, Florida 34471

Limited Partners

Place of Residence

CHERYL MORGAN

2555 SE 28th St. Ocala FL 34471

SUSAN LIEBELT

9 HEMLOCK TERRACE WAY, OCALA FL 34472

NANCY DUPERE

193 Hickory Road, Ocala, FL 34472

6. *Term.* The Partnership shall begin on the 31st day of August, 1999, and shall continue for 25 years thereafter unless sooner dissolved by law or by agreement of the parties hereto unless extended by a majority agreement of the Partners.

7. *Additional Contributions.* No additional contributions of the Limited Partners have been agreed upon.

8. *Return of Contributions.* No Limited Partner shall be entitled to withdraw or demand the return of any part of such Partner's capital contribution except upon dissolution of the Partnership.

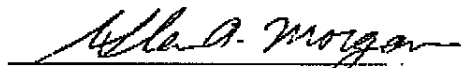
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16. *Amount of Cash and Agreed Value and Description of Other Property Contributed.* The Partners in the Limited Partnership have made an initial capital contribution of \$10,000.00 as set forth below.

Partners	Percentage Interest	Contribution
GLEN MORGAN	4.73	\$473.00
DONALD LIEBELT	4.73	\$473.00
DAVID DUPERE	1.54	\$154.00
CHERYL MORGAN	38.27	\$3,827.00
SUSAN LIEBELT	38.27	\$3,827.00
NANCY DUPERE	12.46	\$1,246.00

GENERAL PARTNERS



GLEN MORGAN


DONALD LIEBELT


DAVID DUPERE

LIMITED PARTNERS


CHERYL MORGAN


SUSAN LIEBELT


NANCY DUPERE

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ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above stated Limited Partnership at the place designated in this statement, 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.


GREGORY S. FLANAGAN, Esquire

Date: 8/31/99

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