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CUMMINGS & LOCKWOOD

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October 11, 1999

Jean Marie Naczi
Corporate Paralegal
941-649-3186, Fax 941-263-0703
jnaczi@cl-law.com

Via Federal Express

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing of Don & Zelma Waggoner Limited Partnership

200003012462--0
-10/12/99--01032--008
***1785.00 ***1785.00

Dear Sir or Madam:

Enclosed for filing please find the Certificate of Limited Partnership for Don & Zelma Waggoner Limited Partnership and its corresponding Affidavit of Capital Contributions. Please file the originals among your records and provide us with a file stamped copy in the envelope provided for your convenience.

Also enclosed please find our client's check in the amount of \$1,785.00 to cover the fees for filing the limited partnership certificate and designation of the registered agent.

Thank you for your time and attention to this matter. Please call me if you have any questions.

Sincerely,

Jean Marie Naczi

Jean Marie Naczi

Jean Marie Naczi GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Address*
DATE *10-14-99*
DOC. EXAM. *JB*

Enclosures

cc: Jim Nici

.NplLib1:405451.1 10/11/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB-14-99

CERTIFICATE OF LIMITED PARTNERSHIP

FOR

DON & ZELMA WAGGONER LIMITED PARTNERSHIP

The undersigned, being desirous of forming a limited partnership under the laws of the State of Florida, does hereby certify as follows:

1. The name of the limited partnership is Don & Zelma Waggoner Limited Partnership (the "Partnership").
2. The mailing address ~~and~~ the principal office of the Partnership in the State of Florida is located at 200 Kingstown Drive, Naples, Florida 34102, or at such other location in the State of Florida as the General Partner may determine from time to time. The name and address of the agent for service of process shall be CLASP, Inc., c/o Cummings & Lockwood, 3001 Tamiami Trail North, 4th Floor, Naples, Florida 34103. *PA8000015438*
3. The name and the business address of the general partner of the Partnership, Don & Zelma Waggoner Enterprises, Inc., a Florida corporation, with a business address at 200 Kingstown Drive, Naples, Florida 34102 (the "General Partner"). *PA9000089675*
4. The latest date upon which the Partnership is to dissolve is December 31, 2087.

IN WITNESS WHEREOF, the undersigned has duly executed this certificate of Limited Partnership as of the *19th* day of *JULY*, 1999.

DON & ZELMA WAGGONER ENTERPRISES, INC.

By: *Donald F. Waggoner*
Donald F. Waggoner, President

CLASP, Inc., having been designated to act as registered agent, hereby agrees to act in such capacity.

CLASP, Inc.

By: *Thad Kirkpatrick*
Thad Kirkpatrick, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) : ss
COUNTY OF COLLIER)

The undersigned, on behalf of Don & Zelma Waggoner Enterprises, Inc., a Florida corporation, being the sole General Partner of Don & Zelma Waggoner Limited Partnership, a Florida limited partnership, DECLARES as follows:

1. That Don & Zelma Waggoner Enterprises, Inc. is the sole General Partner of Don & Zelma Waggoner Limited Partnership, and as such, it makes this affidavit.
2. That the amount of capital contributed and anticipated to be contributed by the limited partners of Don & Zelma Waggoner Limited Partnership to the Partnership is \$250,000.

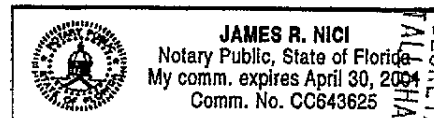
DON & ZELMA WAGGONER ENTERPRISES, INC.
(as General Partner)


Donald F. Waggoner, President

SUBSCRIBED AND SWORN TO before me this 27 day of Sept., 1999, by Donald F. Waggoner, as President of Don & Zelma Waggoner Enterprises, Inc., a Florida corporation, which is the sole General Partner of Don & Zelma Waggoner Limited Partnership, a Florida limited partnership. Said person is personally known to me or has produced a driver's license as identification.


Notary Public

N2891241.DOC 07/02/99



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TALLAHASSEE, FLORIDA