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CONTACT:	CINDY HICKS	- ··· · · · · · · · · · · · · · · · · ·
DATE:	11/2/99	100003032291 -11/02/9801040014 ***1837.50 ***1837.5
REF. #:	0171.8958	**************************************
CORP. NAME:	Ellis Partnership, 1	TD.
() ARTICLES OF INCORPORAT () ANNUAL REPORT () FOREIGN QUALIFICATION () REINSTATEMENT () CERTIFICATE OF CANCELLA () OTHER: STATE FEES PREPAID	() TRADEMARK/SERVICE MARK (X) LIMITED PARTNERSHIP () MERGER ATION () UCC-1	() ARTICLES OF DISSOLUTION () FICTITIOUS NAME () LIMITED LIABILITY () WITHDRAWAL () UCC-3 PARTICLES OF DISSOLUTION () FICTITIOUS NAME () LIMITED LIABILITY () WITHDRAWAL () UCC-3 PROPERTY OF THE PROPERTY
	R ACCOUNT IF TO BE DEBITE	
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PLEASE RETURN:		99 KOV
(X) CERTIFIED COPY () CERTIFICATE OF GOOD STANDING	() PLAIN SEAMPED COPY
() CERTIFICATE OF STATUS	\sim	VED FSTATE CORRIDA
Examiner's Initials		\ 2\9M ===

CERTIFICATE OF LIMITED PARTNERSHIP OF ELLIS PARTNERSHIP, LTD.

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.192 of the Florida Statutes, hereby states the following:

- 1. The name of the Partnership is "Ellis Partnership, Ltd."
- 2. The address of the office of the Partnership is 34041 Parkview Avenue, Eustis, Florida 32726. This is also the Partnership's mailing address.
- 3. The name of the agent for service of process on the Partnership shall be Laura R. Ellis, 34041 Parkview Avenue, Eustis, Florida 32726.
- 4. The name and business address of the General Partner is: Laura R. Ellis, as Trustee, 34041 Parkview Avenue, Eustis, Florida 32726.
- 5. The latest date upon which the Partnership shall be dissolved is December 31, 2049.
- 6. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by any one or more of the General Partners.

	This Certific	ate of Limited P	Partnership was executed by the General Partner this
27th day of	October	, 1999.	

"GENERAL PARTNER"

Laura R. Ellis, as Trustee

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

REGISTERED AGENT

Laura R. Ellis

Date: October 27 , 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared LAURA ELLIS, the General Partner of Ellis Partnership, Ltd., a Florida limited partnership (the "Partnership"), of Lake County, Florida, who upon being duly sworn, certified as follows:

- 1. The amount of the capital contributions to the Partnership made by the limited partners is \$2,373,619.00
- 2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$-0-.

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

"GENERAL PARTNER"

Laura R. Ellis, as Trustee

Dated: 10/27, 1999

Sworn to and subscribed before me this 27 day of October 1999, by Laura R. Ellis. She (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit:

Print Name: Elizabeth M. Fisher

Notary Public - State of Florida

Commission No.: CC355816

My Commission Expires: May 11-4

