

A 99000001969
CHESSEY, WINGARD, BARR & FLEET, P.A.

D. MICHAEL CHESSEY
HARRY E. BARR
H. BART FLEET (e-mail hbfleet@aol.com)
CHRISTA L. SWANICK
KATHRYN M. BROWN
ALLISON M. TRINGAS (e-mail amtringas@aol.com)

1201 EGLIN PARKWAY
SHALIMAR, FLORIDA 32579
(850) 651-9944
FAX (850) 651-6084
e-mail CWFBPFA@AOL.COM

J.D. WINGARD, JR.
(OF COUNSEL)

November 19, 1999

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

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Re: Eyer Family Partnership, Ltd.

Dear Sir:

Enclosed please find the original Certificate of Limited Partnership, Affidavit of Capital Contributions, and the Certificate designating the registered office and the registered agent, all to be filed with your office for the above-referenced limited partnership. Also enclosed please find a check in the amount of \$791.50, tendered as payment of your filing fees and for certifying the enclosed copy of the Certificate of Limited Partnership (\$700.00 filing fee, \$35.00 registered agent designation, \$56.60 certified copy). Please return the certified copy to our office. If you need any further information, please do not hesitate to contact our office.

Thank you for your assistance in this matter.

Sincerely,

Sheryl McCowen

Sheryl F. McCowen, CLA
Paralegal to
H. Bart Fleet

/sm
Enclosures
cc: Lee and Linda Eyer

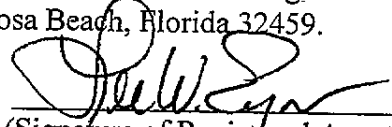
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DIVISION OF CORPORATIONS
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**CERTIFICATE OF LIMITED PARTNERSHIP OF
EYER FAMILY PARTNERSHIP, LTD.**

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Limited Partnership Act of the State of Florida pursuant to a written Agreement of all Partners executed of even date herewith. The creation of this Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Florida Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains the following statements required by Florida Statutes §620.108(1):

1. The name of the Limited Partnership is EYER FAMILY PARTNERSHIP, LTD., (the "Partnership").
2. The business address of the Partnership is 1703 E. Pt. Washington Road, Santa Rosa Beach, Florida 32459.
3. The name of the registered agent of the Partnership is Lee W. Eyer.
4. The address of the registered agent of the Partnership is 1703 E. Pt. Washington Road, Santa Rosa Beach, Florida 32459.
5. 
(Signature of Registered Agent)
6. The mailing address of the Partnership is P.O. Box 4607, Santa Rosa Beach, Florida 32459.
7. The latest date upon which the Partnership is to be dissolved is December 31, 2029.
8. The name and specific business address of each General Partner of the Partnership is:

NAME

ADDRESS

Barakala Holdings, Inc.
799000083468

1703 E. Pt. Washington Road
Santa Rosa Beach, FL 32459

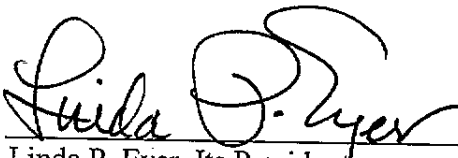
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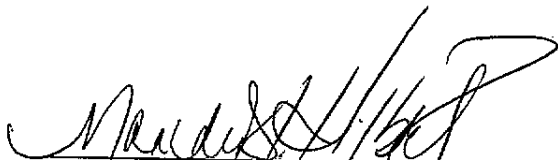
Signed this 19th day of November, 1999.

WITNESSES:

BARAKALA HOLDINGS, INC.


Print Name: Elizabeth Ward

By  (SEAL)
Linda P. Eyer, Its President
General Partner

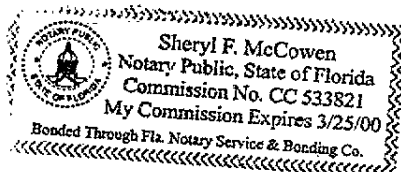

Print Name: Mandy J. Hilbert

STATE OF FLORIDA

COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me this 19th day of November, 1999, by Linda P. Eyer of BARAKALA HOLDINGS, INC., on behalf of BARAKALA HOLDINGS, INC., who produced FL DL #E600-535-40-785-0 as identification.


Notary Public
My Commission Expires:



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DIVISION OF CORPORATIONS
99 NOV 24 PM 12:10

STATE OF FLORIDA

COUNTY OF OKALOOSA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting all of the General Partners of EYER FAMILY PARTNERSHIP, LTD., a Florida Limited Partnership (the "Partnership"), certifies as follows:

The amount of capital contributions to date of the limited partners of the Partnership is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners of the Partnership at this time is \$100,000.00.

Dated this 19th day of November, 1999.

FURTHER AFFIANT SAYETH 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.

BARAKALA HOLDINGS, INC.

By Linda P. Eyer (SEAL)
Linda P. Eyer, Its President
General Partner of the Partnership

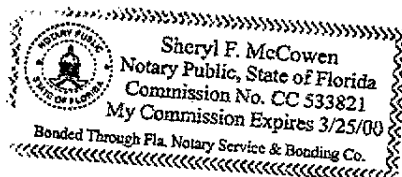
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Sheryl F. McCowen

Notary Public

My Commission Expires:

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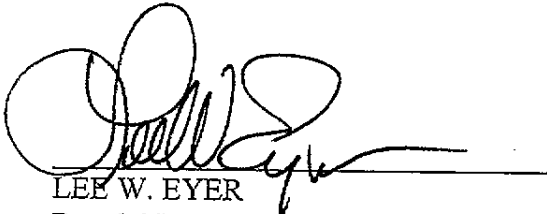
**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §48.091, Florida Statutes, the following is submitted in compliance with said Act:

EYER FAMILY PARTNERSHIP, LTD. (the "Company"), desiring to organize as a limited partnership under the laws of the State of Florida, with its registered office, as indicated in its Certificate of Limited Partnership, at 1703 E. Pt. Washington Road, Santa Rosa Beach, Florida 32459, has named Lee W. Eyer, located at 1703 E. Pt. Washington Road, Santa Rosa Beach, Florida 32459, as its agent to accept service of process within this State.

ACKNOWLEDGMENT.

Having been named as registered agent and to accept service of process for the above stated Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such 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.


LEE W. EYER

Dated: November 19, 1999

99 NOV 24 PM 12:10
SECRETARY OF STATE
DIVISION OF CORPORATIONS

A 99000001969
CHESSEY, WINGARD, BARR & FLEET, P.A.

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Thank you for your assistance in this matter.

Sincerely,

Sheryl McCowen

Sheryl F. McCowen, CLA
Paralegal to
H. Bart Fleet

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Enclosures
cc: Lee and Linda Eyer

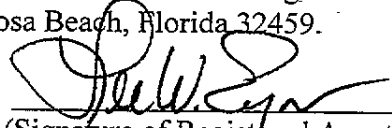
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1. The name of the Limited Partnership is EYER FAMILY PARTNERSHIP, LTD., (the "Partnership").
2. The business address of the Partnership is 1703 E. Pt. Washington Road, Santa Rosa Beach, Florida 32459.
3. The name of the registered agent of the Partnership is Lee W. Eyer.
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(Signature of Registered Agent)
6. The mailing address of the Partnership is P.O. Box 4607, Santa Rosa Beach, Florida 32459.
7. The latest date upon which the Partnership is to be dissolved is December 31, 2029.
8. The name and specific business address of each General Partner of the Partnership is:

NAME	ADDRESS
Barakala Holdings, Inc. 799000083468	1703 E. Pt. Washington Road Santa Rosa Beach, FL 32459

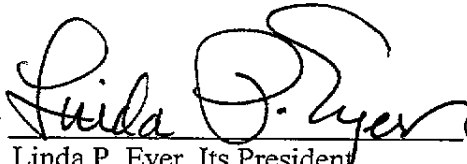
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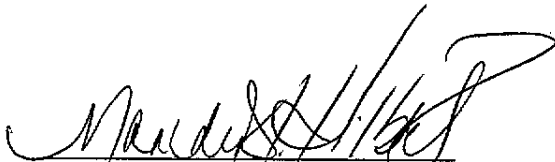
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WITNESSES:

BARAKALA HOLDINGS, INC.


Print Name: Elizabeth Ward

By  (SEAL)
Linda P. Eyer, Its President
General Partner

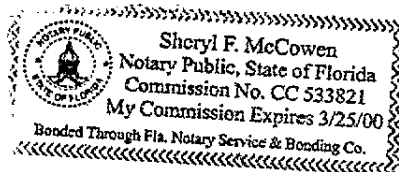

Print Name: Mandy J. Hilbert

STATE OF FLORIDA

COUNTY OF OKALOOSA

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Notary Public
My Commission Expires:



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STATE OF FLORIDA

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The total amount contributed and anticipated to be contributed by the limited partners of the Partnership at this time is \$100,000.00.

Dated this 19th day of November, 1999.

FURTHER AFFIANT SAYETH 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.

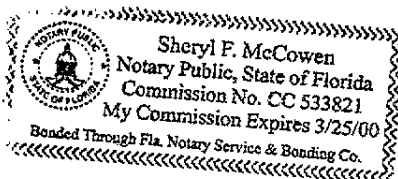
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By Linda P. Eyer (SEAL)
Linda P. Eyer, Its President
General Partner of the Partnership

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Sheryl F. McCowen
Notary Public
My Commission Expires:

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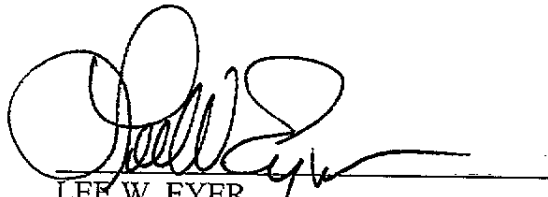
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ACKNOWLEDGMENT.

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LEE W. EYER
Dated: November 19, 1999

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