

*Pte 2nd*  
**A99000002102**

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
DEC 16 11:21 AM '99

FILING COVER SHEET  
ACCT. #FCA-14

900003072499-2  
-12/16/99-01040-005  
\*\*\*1837.50 \*\*\*1837.50

CONTACT: CINDY HICKS

DATE: 12/16/99

REF. #: 0170.953

CORP. NAME: Clayton Investments, LTD.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: \_\_\_\_\_

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TALLAHASSEE, FLORIDA  
DEC 16 11:20 AM '99

STATE FEES PREPAID WITH CHECK# 018540 FOR \$ 1837.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS
- PLAIN STAMPED COPY

Examiner's Initials \_\_\_\_\_

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
DEC 16 AM 11:39 '99

*BK 12/15/99*

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**CLAYTON INVESTMENTS, LTD.**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Part I, Chapter 620 of the Florida Statutes, hereby states the following:

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 DEC 10 PM 1:21

1. The name of the Partnership is Clayton Investments, Ltd.
2. The address of the office of the Partnership as referred to in Section 620.108, Florida Statutes, is 611 Wymore Road, Winter Park, Florida 312789.
3. The name of the agent for service of process on the Partnership shall be W. Malcolm Clayton.

4. The name and business address of the General Partner are:

<u>Name</u>	<u>Address</u>
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WMC Management, LLC	611 Wymore Road Winter Park, Florida 32789
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L99000008864

5. The mailing address for the Partnership is 611 Wymore Road, Winter Park, Florida 32789.
6. The latest date upon which the Partnership shall dissolve is December 31, 2099.

7. 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 the General Partner.

10<sup>th</sup> This Certificate of Limited Partnership was executed by the General Partner this day of December, 1999.

GENERAL PARTNER:

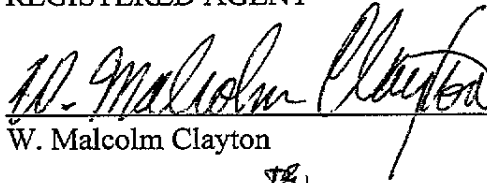
WMC MANAGEMENT, LLC, a Florida limited liability company

By: W. Malcolm Clayton  
W. Malcolm Clayton, as its Member

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 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



W. Malcolm Clayton

Date: December <sup>16</sup>~~10~~, 1999

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STATE OF FLORIDA

COUNTY OF ORANGE

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared W. Malcolm Clayton, a Member of WMC MANAGEMENT, LLC, the sole general partner of CLAYTON INVESTMENTS, LTD., a Florida limited partnership (the "Partnership"), of Orange 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 \$3,861,440.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$ -0-.

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.

GENERAL PARTNER

WMC MANAGEMENT, LLC., a Florida limited liability company

Date: December 10<sup>th</sup>, 1999

By: W. Malcolm Clayton  
W. Malcolm Clayton, as its Member

Sworn to and subscribed before me this 10<sup>th</sup> day of December, 1999, by W. Malcolm Clayton, a Member of WMC MANAGEMENT, LLC, as General Partner on behalf of CLAYTON INVESTMENTS, LTD., a Florida limited partnership. Said person (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: \_\_\_\_\_

Charles H. Egerton  
Print Name: \_\_\_\_\_  
Notary Public - State of Florida  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_