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AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

December 21, 1999

Division of Corporations  
Limited Partnership Section  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: GJG & Sons Ltd.

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Certificate of Limited Partnership, Certificate of Designation of Registered Agent, and Affidavit of Capital Contribution for Newell Enterprises, Ltd. Our check for \$1,785 is enclosed.

Please date stamp the enclosed copies, which will be picked up by our messenger. If you have any questions, please call.

Sincerely,

Adrienne U. Francis

Adrienne U. Francis  
Assistant to David J. Hull

Enclosures

gig&sons\sos

BK

12/21/99

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DIVISION OF CORPORATIONS  
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STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
GJG & SONS LTD.  
A FLORIDA LIMITED PARTNERSHIP**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 DEC 21 PM 3:42

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby state the following:

1. The name of the Partnership is GJG & Sons Ltd. (the "Partnership").
2. The mailing address and principal place of business of the Partnership is 545 Maclay Lane, Tallahassee, Florida 32312.
3. The name and address of the agent for service of process on the Partnership is G. J. Gluesenkamp, Jr., 545 Maclay Lane, Tallahassee, Florida 32312.
4. The names and business addresses of the General Partners are as follows:

G. J. Gluesenkamp, Jr. 545 Maclay Lane Tallahassee, FL 32312	Josephine Douglas Gluesenkamp 545 Maclay Lane Tallahassee, FL 32312
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5. The latest date upon which the Partnership shall dissolve is December 31, 2051.
6. The effective date of this Certificate of Limited Partnership shall be upon filing.

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the General Partners of GJG & Sons Ltd. on this 9th day of December, 1999.

  
\_\_\_\_\_  
G. J. GLUESENKAMP, JR.

  
\_\_\_\_\_  
JOSEPHINE DOUGLAS GLUESENKAMP

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
99 DEC 21 PM 3:42

PURSUANT TO THE PROVISIONS OF SECTIONS 620.105 AND 620.192, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited partnership is:

**GJG & Sons Ltd.**

2. The name and address of the registered agent and office are:

**G. J. Gluesenkamp, Jr.  
545 Maclay Lane  
Tallahassee, Florida 32312**

*Having been named as registered agent and to accept service of process for the above-stated limited partnership at the place designated in this certificate, I 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.*

Dated: December 9, 1999

  
\_\_\_\_\_  
**G. J. GLUESENKAMP, JR.**

## AFFIDAVIT OF CAPITAL CONTRIBUTION

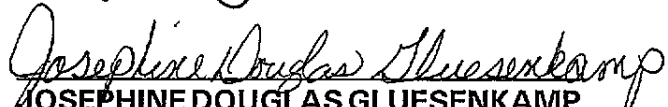
The undersigned, as the General Partners of GJG & Sons Ltd., a Florida limited partnership (the "Partnership") whose address is 545 Maclay Lane, Tallahassee, Florida 32312, certify as follows:

1. The total amount of capital contribution to the Partnership made by the initial Limited Partners is \$2,004,345.
2. Additional capital contributions are anticipated to be contributed by the Limited Partner to the Partnership in the amount of \$3,500,000.

FURTHER AFFIANTS SAITH NOT.

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

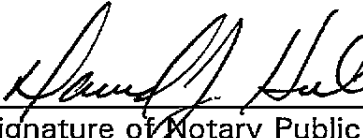
  
\_\_\_\_\_  
G. J. GLUESENKAMP, JR.

  
JOSEPHINE DOUGLAS GLUESENKAMP

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STATE OF FLORIDA  
COUNTY OF LEON

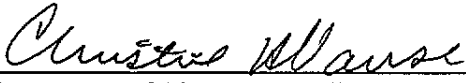
The foregoing instrument was acknowledged before me this 16th day of December, 1999 by G. J. Gluesenkamp, Jr., as General Partner, who is personally known to me and who did not take an oath.

  
Signature of Notary Public  
Notary Stamp/Seal:



STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 16th day of December, 1999, by Josephine Douglas Gluesenkamp, as General Partner, who is personally known to me and who did not take an oath.

  
Signature of Notary Public  
Notary Stamp/Seal:



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