

A99000002185



ACCOUNT NO. : 072100000032

REFERENCE : 524397 4329325

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 21, 1999

ORDER TIME : 4:04 PM

ORDER NO. : 524397-015

CUSTOMER NO: 4329325

CUSTOMER: Ms. Kathleen M. Smith
BRANT MOORE MACDONALD & WELLS,
BRANT MOORE MACDONALD & WELLS,
P. O. Box 4548

Jacksonville, FL 32201-4548

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-12/22/99-01007-012

***1862.50 ***1837.50

DOMESTIC FILING

NAME: MILLER-CERCY FAMILY LIMITED
PARTNERSHIP, LLP

**** FILE SECOND ****

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

*Combined
Check
n/initial*

FILED
99 DEC 21 PM 2:02
TALLAHASSEE, FLORIDA
RECEIVED
99 DEC 21 PM 4:41
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

52

**CERTIFICATE OF LIMITED PARTNERSHIP
OF MILLER-CERCY FAMILY LIMITED PARTNERSHIP, LLP**

The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986) hereby certifies:

1. The name of the limited partnership is Miller-Cercy Family Limited Partnership, LLP (the "Partnership").
2. The location of the principal place of business of the Partnership is 2361 Bridgett Way, Green Cove Springs, Florida 32043, or at such other place as the general partner may designate.
3. The street address of the registered office of the Partnership is 2361 Bridgett Way, Green Cove Springs, Florida 32043, and the name of the registered agent of the Partnership at that address is Gary A. Miller.
4. The name and the business address of the sole general partner of the Partnership is Miller-Cercy, Inc., a Florida Corporation, 2361 Bridgett Way, Green Cove Springs, Florida 32043. *99-110095*
5. The mailing address of the Partnership is 2361 Bridgett Way, Green Cove Springs, Florida 32043
6. The term of the Partnership shall commence on the date of filing hereof and shall continue until December 31, 2039.

IN WITNESS WHEREOF, the undersigned does solemnly swear that the foregoing statements are true and correct as of this 15th day of December, 1999.

Attest:


June Taylor Cercy, Secretary

Miller-Cercy, Inc.

By:


Gary A. Miller, President

"General Partner of Miller-Cercy Family
Limited Partnership, LLP

FILED
99 DEC 21 PM 2:02
MILWAUKEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15th day of December, 1999, by Gary A. Miller, as President of Miller-Cercy, Inc., a Florida corporation, as General Partner of Miller-Cercy Family Limited Partnership, LLP, a limited partnership, who executed the foregoing as his/her free act on behalf of the corporation, and who is personally known to me or who has produced _____ as identification.



Rhonda Poland
Commission # CG 811276
Expires Feb. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Rhonda Poland
Print Name: _____

Notary Public
State of Florida At Large
Commission No.: _____
My Commission Expires: _____

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statutes Sections 48.061 and 620.105, the following is submitted:

Miller-Cercy Family Limited Partnership, LLP, desiring to organize under the laws of the State of Florida, hereby designates Gary A. Miller as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 2361 Bridgett Way, Green Cove Springs, Florida 32043.

Attest:

Sune Taylor Cercy
Sune Taylor Cercy, Secretary

Miller-Cercy, Inc.

By: Gary A. Miller
Gary A. Miller, President

"General Partner of Miller-Cercy Family
Limited Partnership, LLP"

FILED
99 DEC 21 PM 2:02
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Having been named to accept service of process for Miller-Cercy Family Limited Partnership, LLP, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) relative to the keeping of said office and the proper and complete performance of its duties.

Dated: December 15, 1999.

Gary A. Miller
Gary A. Miller

STATE OF FLORIDA
COUNTY OF DUVAL

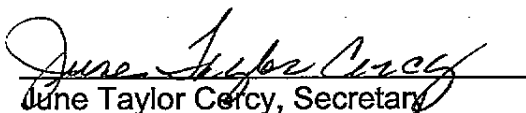
AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF MILLER-CERCY FAMILY LIMITED PARTNERSHIP, LLP

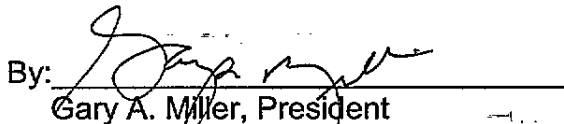
Before me, the undersigned authority, personally appeared Gary A. Miller, who being by me first duly sworn, deposes and says:

1. That Gary A. Miller is President of Miller-Cercy, Inc. which is the sole general partner of Miller-Cercy Family Limited Partnership, LLP, a Florida limited partnership (the "Partnership").
2. The limited partners have made capital contributions to the Partnership of assets with an estimated fair market value of approximately \$5,500,000. The limited partnership anticipate making future limited partner contributions up to the amount of \$5,000,000.

Attest:

Miller-Cercy, Inc.


June Taylor Cercy, Secretary

By: 
Gary A. Miller, President

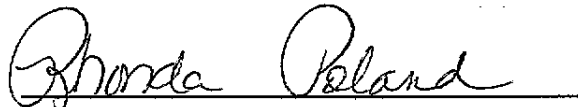
"General Partner of Miller-Cercy Family
Limited Partnership, LLP"

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15 day of December, 1999, by Gary A. Miller, as President of Miller-Cercy, Inc., a Florida corporation, as General Partner of Miller-Cercy Family Limited Partnership, LLP, a Florida limited partnership, who executed the foregoing as his/her free act on behalf of the corporation, and who is personally known to me or who has produced _____ as identification.



Rhonda Poland
Commission # CG 811276
Expires Feb. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Print Name: _____
Notary Public
State of Florida At Large
Commission No.: _____
My Commission Expires: _____

FILED
09 DEC 21 PM 2:02
TALLAHASSEE, FLORIDA