

3950000273

PHILIP NEMETH
ATTORNEY AT LAW

SUITE 2, CITIZENS NATIONAL BANK BUILDING
906 PARKWAY EAST
P.O. BOX 270
GATLINBURG, TN 37738

TELEPHONE:
(615) 436-3993

May 11, 1995 GAVE

AUTHORIZATION BY PHONE TO

Ms. Lyn Turley
Florida Secretary of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314

DOC EXAM.

RE: JWN FAMILY PARTNERS, LTD.
DOCUMENT NO. B93000000297

Dear Ms. Turley:

In July of 1993, I obtained a Certificate of Authority for JWN Family Partners, L.P., a Tennessee Limited Partnership, to do business in the State of Florida and the Certificate of Authority was issued in the name JWN Family Partners, Ltd.

My brother, John W. Nemeth, was the General Partner and the Limited Partnership was set up in anticipation of opening a business in Homosassa, Florida in a building which was to be acquired through an SBA loan.

The transaction for acquiring the building in Homosassa was never completed and JWN Family Partners never did any business in the State of Florida. Apparently, notices of your required Annual Report for the Limited Partnership were properly sent to the Limited Partnership at my address, but were not completed in view of the fact that the business was never started in Florida.

My brother now advises me that arrangements have been made to acquire another location near Homosassa Springs, Florida and when he made inquiry with your office, he was advised that the Certificate of Authority had been revoked by your office for non-filing of the Annual Report and that the total cost for reinstatement, including the applicable penalties, would be \$1,416.00.

I realize that this Limited Partnership did fail to file the required Annual Reports; however, the fact that no business was ever started or conducted in the State of Florida and the other mitigating circumstances involved would hopefully allow your office to waive the reinstatement charges and allow the Limited Partnership to be reinstated by filing the current required Annual Report.

200001551492
-08/02/95--01011-014
***105.00 ***105.00
FILING 70.00
C. COPY
R. AGENT 35.00
TOTAL 105.00
BALANCE DUE \$
REFUND \$

NEW FOR LP
T.C. \$10,000.00
Paid 7/31

Put note on new
LP + film
aff on new LP
OK to file as
new qual. with
affidavit per Jt.
Set applic. +
envelope 5/16

95 JUL 31

TELECOPIER:
(615) 436-2824

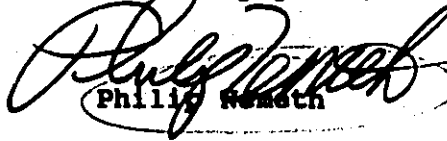
Name	Examined
Underwriter	Underwriter
Verifier	Verifier
Director	Director
Manager	Manager
Secretary	Secretary
Assistant	Assistant
Other	Other

Ms. Lyn Turley
May 11, 1995
Page -2-

I would appreciate it if you would give this matter your consideration and advise me accordingly.

Thank you in advance for your cooperation.

Sincerely yours,



Philip Nemeth

PN/cod
cc: Mr. John W. Nemeth

**PHILIP NEMETH
ATTORNEY AT LAW**

SUITE 2, CITIZENS NATIONAL BANK BUILDING
906 PARKWAY EAST
P.O. BOX 270
GATLINBURG, TN 37738

TELEPHONE:
(615) 436-3993

TELECOPIER:
(615) 436-2024

June 1, 1995

Mrs. Brenda L. Tadlock
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: JWN FAMILY PARTNERS, L.P.

Dear Mrs. Tadlock:

Pursuant to your instructions, I enclose herewith the following:

1. Affidavit of John W. Nemeth, Jr. regarding the circumstances surrounding the revocation of the authority of JWN Family Partners, L.P. to do business in the State of Florida. ✓
2. Original and duplicate copy of the Application By Foreign Limited Partnership For Authorization To Transact Business In Florida with attached Affidavit Of Capital Contributions and a copy of the Certificate Of Limited Partnership as filed with the Secretary of State of Tennessee on June 18, 1993. ✓
3. Check in the amount of \$105.00 representing the \$70.00 filing fee based on the amount of Capital Contribution of \$10,000.00 and the \$35.00 fee for the registration of the Registered Agent. ✓

I sincerely appreciate your assistance in getting this matter resolved and should any additional information be required, please do not hesitate to contact me. ✓

Sincerely yours,


Philip Nemeth

PN/cod
Enclosures

Check for 105.00 enclosed was not sent along with items #1 & #2

* SENT PRIOR TO THIS DATE *

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF CITRUS

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared JOHN W. NEMETH, JR. who, upon being duly sworn and cautioned, stated on oath:

1. Affiant is a General Partner of JWN FAMILY PARTNERS, L.P., a Tennessee Limited Partnership which was qualified in the State of Tennessee on June 18, 1993 (hereinafter referred to as the "Limited Partnership"). ✓

2. That Affiant's brother, PHILIP NEMETH, is an attorney in Gatlinburg, Tennessee, who handled the filing of the Limited Partnership with the State of Tennessee.✓

3. That the Limited Partnership was formed to serve as the legal entity to acquire certain business property and improvements located at 6896 Grover Cleveland Boulevard, Homosassa Springs, Florida, which acquisition was to be financed through a SBA loan and in that regard, Affiant's brother, PHILIP NEMETH, caused an application to be filed and approved by the Florida Secretary of State authorizing the Limited Partnership to transact business in the State of Florida. ✓

4. The SBA loan needed for the Limited Partnership to acquire the above referenced property was not approved and as a result, the Limited Partnership never owned any property nor transacted any type of business whatsoever in the State of Florida.

5. In error, the Florida Limited Partnership Annual Report was never filed with the Florida Secretary of State and as a result, the Limited Partnership's Certificate of Authority was revoked.

FURTHER AFFIANT SAYETH NAUGHT.

John W. Nemeth Jr.
JOHN W. NEMETH, JR.

Sworn to and subscribed before me this 26th day of July, 1995.

Judy Rogers
Notary Public

My Commission Expires: 06/09/95



JUDY ROGERS
My Comm Exp. 6/09/97
Bonded By Service Ins
No. CC293318
1100018

**PHILIP NEMETH
ATTORNEY AT LAW**

SUITE 2, CITIZENS NATIONAL BANK BUILDING
906 PARKWAY EAST
P.O. BOX 270
GATLINBURG, TN 37738

TELEPHONE:
(615) 436-3993

TELECOPIER:
(615) 436-2024

July 17, 1995

Mrs. Brenda L. Tadlock
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: JWN FAMILY PARTNERS, L.P.

Dear Brenda: ✓

Pursuant to our recent telephone conversations, I am enclosing a new Affidavit, Application and Affidavit of Capital Contributions for JWN Family Partners, L.P. to replace those previously sent to you by my brother. ✓

I understand you have the check in the amount of \$105.00 and should you require anything else, please do not hesitate to call me.

Sincerely yours,


Philip Nemeth

PN/cod
Enclosures

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. JWN FAMILY PARTNERS, L.P., Ltd.
(Name of limited partnership as it is in the home state;
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
Agreement dated March 9, 1993
3. TENNESSEE
(State of Formation)
4. Filed in Tennessee June 18, 1993
(Date of Formation)
5. JOHN W. NEMETH, JR.
(Name of Registered Agent for Service of Process)
6. 10338 W. Yulee Drive
(Street Address of Registered Office)
Homosassa, Florida 34448
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
John W. Nemeth Jr.
(Agent must sign on this line)
8. 906 East Parkway, Suite 2, Gatlinburg, TN 37738
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
JOHN W. NEMETH, JR. 10338 W. Yulee Drive
Homosassa, Florida 34448
JUDITH L. NEMETH 10338 W. Yulee Drive
Homosassa, Florida 34448
10. 906 East Parkway, Suite 2, Gatlinburg, TN 37738
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.
12. Post Office Box 270, Gatlinburg, TN 37738
(Mailing Address of Limited Partnership)

FILED
JUL 31 PM 1:06
TALLAHASSEE, FLORIDA

This 26 day of July, 19 95.

John W. Nemeth Jr.
General Partner JOHN W. NEMETH, JR.

STATE OF FLORIDA

COUNTY OF CITRUS

THE FOREGOING instrument was acknowledged and sworn to before me this 26 day of July, 19 95, by JOHN W. NEMETH, JR. (Name of General Partner) of

JWN FAMILY PARTNERS, L.P.

(Name of Limited Partnership), A TENNESSEE (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Judy Rogers
Notary Public

State of Florida at Large

(SEAL)

My Commission Expires:

6/09/97



JUDY ROGERS
My Comm. Exp. 6/09/97
Bonded By Service Ins
No. CC293318
1100#1.0

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared JOHN W. NEMETH, JR., a general partner of JWN FAMILY PARTNERS, L.P., a (an) TENNESSEE, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 100.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,000.00.

This 26TH day of July, 19 95

FURTHER AFFIANT SAYETH NOT.

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

General Partner

John W. Nemeth Jr.
JOHN W. NEMETH, JR.

STATE OF FLORIDA
COUNTY OF CITRUS
DATE 7-26-95

95 JUL 31 PM 1:06

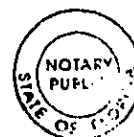
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared JOHN W. NEMETH, JR. (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of July, 19 95.

Judy Rogers
Notary Public

Seal

State of Florida at Large
My Commission Expires: 06 01/97



JUDY ROGERS
My Comm Exp. 6/09/97
Bonded By Service Ins
No. CC293318
If Transferring Notary [] Other L.R.

200001551492
-08/02/35--0101-014
***105.00 * 105.00

Ms. Lyn Turley
May 11, 1995
Page -2-

I would appreciate it if you would give this matter your consideration and advise me accordingly.

Thank you in advance for your cooperation.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Philip Nemeth", written over a printed name.

Philip Nemeth

PN/cod
cc: Mr. John W. Nemeth

PHILIP NEMETH

ATTORNEY AT LAW

SUITE 2, CITIZENS NATIONAL BANK BUILDING
906 PARKWAY EAST
P.O. BOX 370
GATLINBURG, TN 37738

TELEPHONE:
(615) 436-3993

TELECOPIER:
(615) 436-3824

June 1, 1995

Mrs. Brenda L. Tadlock
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: JWN FAMILY PARTNERS, L.P.

Dear Mrs. Tadlock:

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1. Affidavit of John W. Nemeth, Jr. regarding the circumstances surrounding the revocation of the authority of JWN Family Partners, L.P. to do business in the State of Florida. ✓
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3. Check in the amount of \$105.00 representing the \$70.00 filing fee based on the amount of Capital Contribution of \$10,000.00 and the \$35.00 fee for the registration of the Registered Agent. ✓

I sincerely appreciate your assistance in getting this matter resolved and should any additional information be required, please do not hesitate to contact me. ✓

Sincerely yours,


Philip Nemeth

PN/cod
Enclosures

Check for 105.00 enclosed was not sent along with items #1 & #2 ✓

* SENT PRIOR TO THIS DATE *

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COUNTY OF CITRUS

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2. That Affiant's brother, PHILIP NEMETH, is an attorney in Gatlinburg, Tennessee, who handled the filing of the Limited Partnership with the State of Tennessee. ✓

3. That the Limited Partnership was formed to serve as the legal entity to acquire certain business property and improvements located at 6896 Grover Cleveland Boulevard, Homosassa Springs, Florida, which acquisition was to be financed through a SBA loan and in that regard, Affiant's brother, PHILIP NEMETH, caused an application to be filed and approved by the Florida Secretary of State authorizing the Limited Partnership to transact business in the State of Florida. ✓

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FURTHER AFFIANT SAYETH NAUGHT.

John W. Nemeth Jr.
JOHN W. NEMETH, JR.

Sworn to and subscribed before me this 26th day of July, 1995.

Judy Rogers
Notary Public

My Commission Expires: 06/09/95



JUDY ROGERS
My Comm Exp. 6/09/97
Bonded By Service Ins
No. CC293318
FIDELITY & SECURITY 110618

**PHILIP NEMETH
ATTORNEY AT LAW**

SUITE 2, CITIZENS NATIONAL BANK BUILDING
906 PARKWAY EAST
P.O. BOX 270
GATLINBURG, TN 37738

TELEPHONE:
(615) 436-3993

July 17, 1995

TELESCOPIER:
(615) 436-2824

Mrs. Brenda L. Tadlock
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: JWN FAMILY PARTNERS, L.P.

Dear Brenda: ✓

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Sincerely yours,


Philip Nemeth

PN/cod
Enclosures

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. JWN FAMILY PARTNERS, L.P., Ltd.
(Name of limited partnership as it is in the home state;
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
Agreement dated March 9, 1993
3. TENNESSEE 4. Filed in Tennessee June 18, 1993
(State of Formation) (Date of Formation)
5. JOHN W. NEMETH, JR.
(Name of Registered Agent for Service of Process)
6. 10338 W. Yulee Drive
(Street Address of Registered Office)
Homosassa , Florida 34448
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
John W. Nemeth Jr.
(Agent must sign on this line)
8. 906 East Parkway, Suite 2, Gatlinburg, TN 37738
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
JOHN W. NEMETH, JR. 10338 W. Yulee Drive
Homosassa, Florida 34448
JUDITH L. NEMETH 10338 W. Yulee Drive
Homosassa, Florida 34448
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(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.
12. Post Office Box 270, Gatlinburg, TN 37738
(Mailing Address of Limited Partnership)

FILED
JUL 31 PM 1:06
STATE OF FLORIDA
TALLAHASSEE

This 26 day of July, 19 95.

John W. Nemeth, Jr.
General Partner JOHN W. NEMETH, JR.

STATE OF FLORIDA

COUNTY OF CITRUS

THE FOREGOING instrument was acknowledged and sworn to before me this 26 day of July, 19 95, by JOHN W. NEMETH, JR. (Name of General Partner) of

JWN FAMILY PARTNERS, L.P.

(Name of Limited Partnership), A TENNESSEE (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Judy Rogers
Notary Public

State of Florida at Large

(SEAL)

My Commission Expires:

6/09/97



JUDY ROGERS
My Comm Exp. 6/09/97
Bonded By Service Ins
No. CC293318
11 Secretary of State 11000 LB

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared JOHN W. NEMETH, JR., a general partner of JWN FAMILY PARTNERS, L.P., a (an) TENNESSEE limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 100.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$10,000.00.

This 26TH day of July, 1995

FURTHER AFFIANT SAYETH NOT.

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

General Partner

John W. Nemeth Jr.
JOHN W. NEMETH, JR.

STATE OF FLORIDA
COUNTY OF CITRUS
DATE 7-26-95

95 JUL 31 PM 1:05

FILED

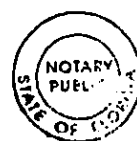
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared JOHN W. NEMETH, JR. (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of July, 1995.

Judy Rogers
Notary Public

Seal

State of Florida at Large
My Commission Expires:
06 07/97



JUDY ROGERS
My Comm Exp. 6/09/97
Bonded By Service Ins
No. CC293318
Judy Rogers Notary Public

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 JAN 22 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000273

JWN FAMILY PARTNERS, L.P., LTD.

Mailing Address

888 EAST PARKWAY, SUITE 2
GATLINGBURG TN 37728

Principal Office Address

888 EAST PARKWAY, SUITE 2
GATLINGBURG TN 37728

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA 07/31/1995

3a. Date of Last Report

4. State or Country of Formation
TN

5a. Capital Contributions as Shown
on Record.
\$10,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number

62-1535829

Applied For

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

NEMETH, JOHN W JR.
10330 W. YULEE DR.
HOMOSASSA FL 34448

10. If changed, how Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Number)

11b. City, State & Zip Code

11c. Registration/
Document Number

NEMETH, JOHN W JR.
NEMETH, JUDITH L

10330 W. YULEE DR.
10330 W. YULEE DR.

HOMOSASSA FL 34448
HOMOSASSA FL 34448

AR \$70.00
SUP \$138.75

700001698547
-01/26/96--01001--014
****191.25 ****191.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

John W. Nemeth, Jr.

DATE

9/15/95

Typed or Printed Name of General Partner Signing Form JOHN W. NEMETH, JR.

Telephone Number 904-628-4910