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January 2, 1996

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

VIA CERTIFIED MAIL - Z 718 580 163

400001683454
-01/10/96--01021--006
***1750.00 ***1750.00

RE: Thornton Enterprises Limited Partnership

Gentlemen:

Please find enclosed the following items:

1) Application by Foreign Limited Partnership for Authority to do Business in Florida;

400001692284
-01/18/96--01036--001
****35.00 ****35.00

2) Affidavit of Capital Contributions; and

3) Check in the amount of \$1,750.00 representing the filing fee.


Please accept this Application for filing and send copies of your notification of acceptance to the limited partnership. In addition, please acknowledge receipt of this letter by stamping and returning the enclosed copy of this letter. A self-addressed return envelope is enclosed for your convenience.

Thank you for your prompt attention to this matter.

Very truly yours,

Lowell S. Schoenfeld
For the Firm

Enclosures
cc Chuck Thornton (w/ encls.)


 FILING 1756.00 TH
 R. AGENT 35.00
 C. COPY _____
 TOTAL 1785.00
 N. DAN _____
 BALANCE 0.00
 RECEIVED _____

CM



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 11, 1996

LOWELL S. SCHOENFELD, ESQUIRE
SMOOT, ADAMS, EDWARDS & GREEN, P.A.
POST OFFICE BOX 60259
FT. MYERS, FL 33906-6259

SUBJECT: THORNTON ENTERPRISES LIMITED PARTNERSHIP
Ref. Number: W96000000913

FILED
96 JAN 18 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THORNTON ENTERPRISES LIMITED PARTNERSHIP and check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please list the amount of capital contributions of the limited partners on the affidavit of capital contributions.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 696A00001516

Florida Department of State, Jim Smith, Secretary of State

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

1. Thornton Enterprises Limited Partnership
(Name of limited partnership as it is in the home state;

2. Same
(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.")

3. Tennessee 4. November 19, 1982
(State of Formation) (Date of Formation)

5. Charles D.W. Thornton
(Name of Registered Agent for Service of Process)

6. 1216 S.W. 20th Street
(Street Address of Registered Office)

Cape Coral, Florida 33991
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Charles D.W. Thornton
(Agent must sign on this line)

8. 1216 S.W. 20th Street, Cape Coral, FL 33991
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

Charles D.W. Thornton

Holly T. Shapiro

SPECIFIC ADDRESS

1216 S.W. 20th Street
Cape Coral, FL 33991

278 Baxter Lane
Milford, CT 06460

10. 1216 S.W. 20th Street, Cape Coral, FL 33991
(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. 1216 S.W. 20th Street, Cape Coral, FL 33991
(Mailing Address of Limited Partnership)

FILED
96 JUN 18 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This 28 day of August, 19 95.

Charles D.W. Thornton
General Partner
Charles D.W. Thornton

FILED
95 JAN 18 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING instrument was acknowledged and sworn to before me this 28 day of August, 19 95, by Charles D.W. Thornton (Name of General Partner) of

Thornton Enterprises Limited Partnership

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

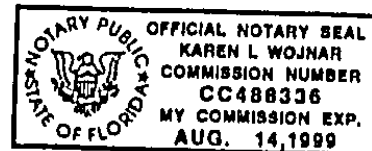
Karen L. Wojnar

Notary Public

State of Florida at Large

(SEAL)

My Commission Expires:



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Charles D.W. Thornton, a general partner of Thornton Enterprises Limited Partnership, 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 \$ 746,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 427,600.

This day of August, 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

Charles D.W. Thornton
Charles D.W. Thornton

FILED
96 JAN 18 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE
DATE 9/21/95

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 Charles D.W. Thornton (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 21st day of September, 1995.

Lowell Schoenfeld
Notary Public

Seal

State of Florida at Largo
My Commission Expires:
11/1/99

