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Joyce A. Ott

905-A Roper Mountain Road
Greenville, South Carolina 29615

Fax (864) 627-8899
Home Phone (864) 234-2853

December 19, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

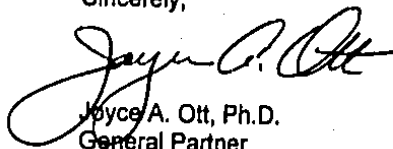
Dear Sir/Madam:

Enclosed you will find a completed Florida application form for registering an out-of-state limited partnership along with an affidavit of capital contributions and a duplicate copy of both. The **W.D. Ott Limited Partnership** was established in the State of South Carolina on December 16, 1996. We expressly wish to register this limited partnership in Florida for the disposition of property in Okaloosa County which has an appraised value of \$ 138,000. The amount of the filing fee was based on this assessed value (i.e., \$966) and the addition of a \$35 charge for the designation of the registered agent for a total of \$1,001.

This application is being hand-delivered to expedite the receipt of a document number which we need to record with the re-titled deed prior to the end of this calendar year. All future correspondence should be submitted to the principal office of the limited partnership at: 905 Roper Mountain Road; Greenville, South Carolina 29615-4319.

If you have any questions, please do not hesitate to call me at the office number (864) 627-9016 or at my home number (864) 234-2853. Thank you for this assistance.

Sincerely,


Joyce A. Ott, Ph.D.
General Partner
W.D. Ott Limited Partnership

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DIVISION OF CORPORATION

Will wait

Sandra B. Mortham, Secretary of State

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

1. W.D. Ott Limited Partnership
(Name of limited partnership as it is in the home state;)

2. Ott Ltd. Partnership
(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. South Carolina
(State of Formation)

4. December 16, 1990
(Date of Formation)

5. Michelle Dawn Lynch
(Name of Registered Agent for Service of Process)

6. 2581 B Panther Creek Road
(Street Address of Registered Office)

Tallahassee, Florida 32308
(City) (Zip Code)

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

Michelle Dawn Lynch
(Agent must sign on this line)

8. 905 Roper Mountain Rd./Greenville, SC 29615
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

SPECIFIC ADDRESS

Nancy Ott Creech 905 Roper Mnt. Rd./Greenville SC

Joyce Allen Ott 905-A Roper Mnt. Rd./Greenville SC

Nancy Ott Creech & Joyce Allen Ott 905 Roper Mnt. Rd./Greenville SC
trustees for the W.D. Ott Revocable Trust and

the Jane A. Ott Revocable Trust

10. 905 Roper Mountain Rd./Greenville, SC 29615

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. 905 Roper Mountain Road Greenville, SC 29615
(Mailing Address of Limited Partnership)

This 19th day of December, 1996.

Nancy Ott Creech
General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF
COUNTY OF

THE FOREGOING Instrument was acknowledged and sworn to before me this 19 day

of December, 1996, by Nancy Ott Creech of
(Name of General Partner)
N.O. Ott Limited Partnership, an out-of-state
(Name of Limited Partnership)

Limited Partnership, on behalf of South Carolina
Limited Partnership. (State or Country)

Donnie J. Laine
Notary Public

State of South Carolina at Large

(SEAL)

My Commission Expires: 11-1-2000

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared Nancy Ott Creech, a general partner of W.D. Ott Ltd, a (an) out-of-state limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1.4 million
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 138,000

This 19th day of December, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Nancy Ott Creech
General Partner

State of South Carolina
County of Greenville
Date 12-19-96

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 Nancy Ott Creech (General Partner), known to me and known 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 WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19 day of December, 1996.

Marie A. L...
Notary Public

Seal

State of South Carolina at Large

My commission expires: 12-19-96

FILED
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NOTARY OF STATE
TALLAHASSEE, FLORIDA