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ACCOUNT NO. : 072100000032

REFERENCE : 807272 4381472

AUTHORIZATION :

COST LIMIT :

Patricia Pyatt ← 148.75

ORDER DATE : January 17, 1996

ORDER TIME : 10:39 AM

ORDER NO. : 807272

900001690889

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL

Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: JACKSONVILLE PARK PARTNERS,
LTD.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

1/17/96
BM

CERTIFICATE OF LIMITED PARTNERSHIP

OF

JACKSONVILLE PARK PARTNERS, LTD.

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of JACKSONVILLE PARK PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be JACKSONVILLE PARK PARTNERS, LTD.

2. The address of the office where records shall be kept shall be 2200 Lucien Way, Suite 450, Maitland, Florida 32751. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The name and business address of the general partner is:

FL BOND CAPITAL HOLDINGS 96, LTD., a Florida limited partnership
2200 Lucien Way, Suite 450
Maitland, Florida 32751

4. The mailing address of the limited partnership is 2200 Lucien Way, Suite 450, Maitland, Florida 32751.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2045.

This Certificate has been executed by the undersigned this 46th day of January, 1996.

GENERAL PARTNER:

FL BOND CAPITAL HOLDINGS 96, LTD., a Florida limited partnership

By: FL Bond Capital Holdings 96, Inc., a Florida corporation, general partner

By: Michael J. Sciarrino
Michael J. Sciarrino,
Vice President

By: CED Construction, Inc., a Florida corporation, general partner

By: Michael J. Sciarrino
Michael J. Sciarrino,
Vice President

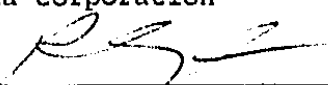
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for JACKSONVILLE PARK PARTNERS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC., a
Florida corporation

By:


Randal M. Alligood,
President

Dated this 16th day of January, 1996.

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AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

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The undersigned being the sole general partner of JACKSONVILLE PARK PARTNERS, LTD., and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of JACKSONVILLE PARK PARTNERS, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partner as of the date hereof is \$50.00 and no further capital contributions from the limited partner are reasonably anticipated at this time.

This Affidavit is executed and sworn to by:

General Partner:

FL BOND CAPITAL HOLDINGS 96,
LTD., a Florida limited
partnership

By: FL Bond Capital Holdings
96, Inc., a Florida
corporation

By: Michael J. Sciarrino
Michael J. Sciarrino,
Vice President

By: CED Construction, Inc., a
Florida corporation,
general partner

By: Michael J. Sciarrino
Michael J. Sciarrino,
Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of January, 1996, by Michael J. Sciarrino, Vice President of FL BOND CAPITAL HOLDINGS 96, INC., a Florida corporation, general partner of FL BOND CAPITAL HOLDINGS 96, LTD., general partner of JACKSONVILLE PARK PARTNERS, LTD., and who is personally known to me.

Kristie L. Dykes
Notary Public
My Commission Expires:
Print, type or stamp name of
notary Kristie L. Dykes



KRISTIE L. DYKES
My Commission CC312455
Expires Sep. 01, 1997
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th
day of January, 1996, by Michael J. Sciarrino, Vice
President of CED CONSTRUCTION, INC., a Florida corporation, general
partner of FL BOND CAPITAL HOLDINGS 96, LTD., general partner of
JACKSONVILLE PARK PARTNERS, LTD., and who is personally known to
me.

Kristie L. Dykes
Notary Public
My Commission Expires:
Print, type or stamp name of
notary Kristie L. Dykes



KRISTIE L. DYKES
My Commission CC312488
Expires Sep. 01, 1997
Bonded by FIAI
800-422-1508

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