

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 107 Tallahassee, FL 32301, (904) 222-8800
 Mailing Address: Post Office Box 1349 Tallahassee, FL 32302
 TOLL FREE No. 1-800-32-8800
 FAX (904) 222-8822

A96000000557 No. 52054
Non-Resident Financial Services, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

317 3/22/96

G. TAX _____
 FILING 1754.00
 R. AGENT FEE 35.00
 C. COPY 2.50
 TOTAL 1891.50
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
<input checked="" type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

96 MAR 22 AM 10:13
 DIVISION OF CORPORATIONS
 FILED
 SECRETARY OF STATE
 RECEIVED
 96 MAR 22 AM 10:00
 DIVISION OF CORPORATIONS

FEE.....	\$
DISBURSED.....	\$ 1757.486
SURCHARGE.....	***1837.50 ***1837.50
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AC</u>	_____	_____	_____

WALK-IN Will Pick Up 3/22 11.00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU from Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP OF
NORTH FLORIDA FINANCIAL SERVICES, LTD.
a Florida limited partnership

95 MAR 22 11:10:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is NORTH FLORIDA FINANCIAL SERVICES, LTD.

2. The address of the office of the Partnership is 7700 Blanding Boulevard, Jacksonville, Florida 32244.

3. The name and address of the agent for service of process on the Partnership are Michael R. Leas, Esquire, Fisher, Tousey, Leas & Ball, P.A., One Independent Drive, Suite 2600, Jacksonville, Florida 32202.

4. The name and business address of the general partner are as follows:

Shad General Partner, *py 600025096*
Inc. 7700 Blanding Boulevard
Jacksonville, Florida 32244

5. The mailing address of the Partnership is 7700 Blanding Boulevard, Jacksonville, Florida 32244.

6. The latest date upon which the Partnership shall dissolve is December 31, 2046.

7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by its general partner.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of NORTH FLORIDA FINANCIAL SERVICES, LTD. this 21st day of March, 1996.

General Partner:

SHAD GENERAL PARTNER, INC.

By: *H. W. Shad, III*
H. W. Shad, III
President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for NORTH FLORIDA FINANCIAL SERVICES, LTD., a Florida limited partnership ("Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, heroby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Date: March 26, 1996

REGISTERED AGENT

By: *Michael R. Leas*
Michael R. Leas, Esquire

59008

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 22 AM 10:13

STATE OF FLORIDA
COUNTY OF DUVAL

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
NORTH FLORIDA FINANCIAL SERVICES, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 22 AM 10:13

BEFORE ME, the undersigned authority, personally appeared H. W. Shad, III, President of Shad General Partner, Inc., a Florida corporation, constituting the sole general partner of North Florida Financial Services, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", the address for which is 7700 Blanding Boulevard, Jacksonville, Florida 32244, who, upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$1,000,000.00.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$0.

FURTHER AFFIANT SAYETH NOT.

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

General Partner

SHAD GENERAL PARTNER, INC.

By: H. W. Shad
H. W. Shad, III,
President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21ST day of March, 1996, by H. W. Shad, III, President of Shad General Partner, Inc., who is personally known to me or who has produced a driver's license as identification and who did/did not take an oath.



DEBORAH ANN FERGUSON
My Commission CC384076
Expires Jul. 16, 1998

Deborah Ann Ferguson
Name: Deborah Ann Ferguson
Notary Public, State of Florida
Commission Number: CC 384676

Document Number Only

A96000000557

CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 MAY -2 PM 1:00

North Florida Financial Services, 649

4800002162864 -- 0
-05/07/97--01005--012
****105.00 ****52.50

01005-012
****105.00

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Annual Report
- Reservation
- Photo Copies
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

5 2 97

TAX _____
 FILING 52.50
 R. AGENT FEE _____
 C. COPY _____
 TOTAL 52.50
 BALANCE DUE _____
 FEES _____

RECEIVED
97 MAY -2 AM 11:30
DIVISION OF CORPORATIONS

my
5/24/97

Certificate of Cancellation
For
North Florida Financial Services, Ltd.

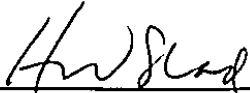
Pursuant to the provisions of Section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on March 22, 1996, hereby submits this certificate of cancellation.

First: Reason for cancellation: The partnership has dissolved and wound up its affairs.

Second: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

Third: Signatures of all general partners:

Shad General Partner, Inc.



Harold W. Shad, III, Its President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 PM 1:00