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JAMES P. HINES
MANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN

HINES PROFESSIONAL CENTER
315 SOUTH HYDE PARK AVENUE
TAMPA, FLORIDA 33606

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

December 18, 1996

(813) 251-8639
FAX (813) 254-6153

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Oakfield Properties Limited Partnership

Dear Sir or Madam:

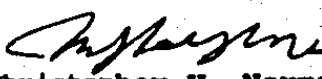
Enclosed please find an original and one copy of the Certificate of Limited Partnership of Oakfield Properties Limited, a Florida Limited Partnership. We have enclosed a check in the amount of \$910.00 to cover the following fees:

Filing Fee:	\$ 875.00	
Registered Agent Fee	35.00	300002037773--2
Total:	\$ 910.00	-12/24/96--01173--017 ****910.00 ****910.00

Please file the original Certificate. We appreciate your assistance in this matter.

If you have any questions or comments, please contact us.

Very truly yours,


Christopher H. Norman

CHN:jfb
Enclosures
Check: \$910.00

G. TAX
FILING 875.00
R. AGENT FEE 35.00
G. COPY
TOTAL 910.00
N. BANK
SAL. & DUL
REFUND

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DIVISION OF CORPORATION

Will
WAT

12/19/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

**OAKFIELD PROPERTIES LIMITED,
a Florida Limited Partnership**

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STATE
CLERK
DIVISION
OF
RECORDS
AND
DEEDS
JAN 19 1979
P.M. 4:27

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state the following pursuant to Florida Statute §620.108(1):

(a) The name of the Partnership is OAKFIELD PROPERTIES LIMITED, a Florida Limited Partnership.

The address of the office of the above-named Limited Partnership is:

111 Bumblebee Lane
Brandon, Florida 33511

(b) The name and address of the agent for service of process for the above-named Limited Partnership is:

James P. Hines, Esquire
Hines & Associates, P.A.
315 S. Hyde Park Avenue
Tampa, Florida 33606

(c) The names and business addresses of the general partners of the above-named Limited Partnership are:

Boyd W. Burley and Mary Lee Burley, as
Trustees of the Boyd W. Burley Revocable
Trust u/a/d April 4, 1979
111 Bumblebee Lane
Brandon, Florida 33511

Mary Lee Burley and Boyd W. Burley, as
Trustees of the Mary Lee Burley Revocable
Trust u/a/d April 4, 1979
111 Bumblebee Lane
Brandon, Florida 33511

(d) The mailing address for the above-named Limited Partnership is:

111 Bumblebee Lane
Brandon, Florida 33511

(e) The latest date upon which the Partnership shall dissolve is: December 31, 2025

The execution of this Certificate by the undersigned general partners 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 undersigned general partners of the above-named Limited Partnership, this 12th day of December, 1996.

Barbara J. Allender
Witness

Cheryl S. Norman
Witness

Barbara J. Allender
Witness

Cheryl S. Norman
Witness

Barbara J. Allender
Witness

Cheryl S. Norman
Witness

Barbara J. Allender
Witness

Cheryl S. Norman
Witness

Boyd W. Burley
Boyd W. Burley, as Trustee of
the Boyd W. Burley Revocable
Trust u/a/d April 4, 1979,
General Partner

Mary Lee Burley
Mary Lee Burley, as Trustee of
the Boyd W. Burley Revocable
Trust u/a/d April 4, 1979,
General Partner

Mary Lee Burley
Mary Lee Burley, as Trustee of
the Mary Lee Burley Revocable
Trust u/a/d April 4, 1979,
General Partner

Boyd W. Burley
Boyd W. Burley, as Trustee of
the Mary Lee Burley Revocable
Trust u/a/d April 4, 1979,
General Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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DIVISION OF CORPORATIONS
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The undersigned general partners of Oakfield Properties Limited, a Florida Limited Partnership, hereby certify as follows pursuant to Florida Statute §620.108(1):

As of the date set forth hereinbelow, the amount of capital contributions of the limited partners of the above-named Limited Partnership is as follows: \$125,000

As of the aforesaid date, the total amount anticipated to be contributed by the limited partners of the above-named Limited Partnership is as follows: \$125,000

Under the penalties of perjury, we, Boyd W. Burley and Mary Lee Burley, in our capacity as Trustees of the Boyd W. Burley Revocable Trust u/a/d April 4, 1979, and Mary Lee Burley and Boyd W. Burley in our capacity as Trustees of the Mary Lee Burley Revocable Trust u/a/d April 4, 1979, as the general partners of the above-named Limited Partnership, hereby declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

IN WITNESS WHEREOF, this Affidavit of Capital Contributions has been executed by the undersigned general partners, this 12th day of December, 1996.

Barbara J. Miller
Witness

[Signature]
Witness

Boyd W. Burley
Boyd W. Burley, as (Trustee of
the Boyd W. Burley Revocable
Trust u/a/d April 4, 1979,
General Partner

Barbara J. Alexander
Witness

Cheryl M. Mow
Witness

Barbara J. Alexander
Witness

Cheryl M. Mow
Witness

Barbara J. Alexander
Witness

Cheryl M. Mow
Witness

Mary Lee Burley
Mary Lee Burley, as Trustee of
the Boyd W. Burley Revocable
Trust u/a/d April 4, 1979,
General Partner

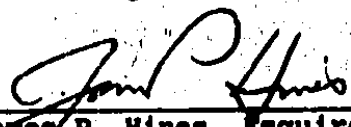
Mary Lee Burley
Mary Lee Burley, as Trustee of
the Mary Lee Burley Revocable
Trust u/a/d April 4, 1979,
General Partner

Boyd W. Burley
Boyd W. Burley, as Trustee of
the Mary Lee Burley Revocable
Trust u/a/d April 4, 1979,
General Partner

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having being named as registered agent for Oakfield Properties Limited, a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of said Limited Partnership, hereby agree to accept service of process for said Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Statute §620.192.


James P. Hines, Esquire
Registered Agent

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DIVISION OF CORPORATIONS
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