

Root.

A97000002463



William J. Voges
President - C.E.O.

525 Fentress Boulevard
Post Office Box 2860
Daytona Beach, Florida 32120
Tel: 904 258-4744
Fax: 904 258-2357

BY FEDERAL EXPRESS

November 10, 1997

FILED
NOV 13 AM 10:51
SECRETARY OF STATE
TALLHASSEE, FLORIDA

Florida Secretary of State
Division of Corporations
Qualification and Registration Section
409 East Gaines Street
Tallahassee, FL 32399

300002344603--9
-11/12/97--01067--001
***1785.00 ***1785.00

Re: Root Real Estate III, Ltd.

To Whom It May Concern:

Enclosed for filing please find a Certificate of Limited Partnership and Affidavit of Capital Contributions for a Florida Limited Partnership. Also enclosed in our check in the amount of \$1,785.00 to cover the fees associated with this filing.

Please confirm the filing to me as soon as possible.

CM

Please call me at (904) 258-4761 if you have any questions.

Thank you.

Sincerely,

Dru W. Perry
Legal Assistant

Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP

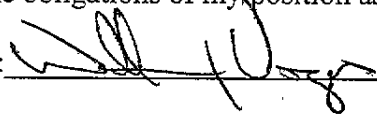
OF

ROOT REAL ESTATE III, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Limited Partnership of ROOT REAL ESTATE III, LTD. (the "Partnership"), is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Partnership Act, as amended.


1. Partnership Name. The name of the Partnership is Root REAL ESTATE III, LTD..
2. Partnership Address. The address of the registered office of the Partnership is 525 Fentress Boulevard, Daytona Beach, Volusia County, Florida 32114.
3. Registered Agent. The Partnership's registered agent is William J. Voges. The address for the registered agent is 525 Fentress Boulevard, Daytona Beach, Florida 32114.
4. Acceptance By Registered Agent. Having been named as registered agent and to accept service of process for the above named partnership at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: 
5. Mailing Address. The mailing address of the Partnership is Post Office Box 2860, Daytona Beach, Florida 32120-2860.
6. Dissolution. The latest date upon which the Partnership is to be dissolved is December 31, 2097.
7. General Partner. The names and addresses of the general partner is:

Root Real Estate Corp. F92-919
525 Fentress Boulevard
Daytona Beach, FL 32114

IN WITNESS WHEREOF, Root Real Estate III, Ltd. has caused this Certificate of Limited Partnership to be executed by its general partner as of this 10th day of November, 1997.

ROOT REAL ESTATE III, LTD.
By: Root Real Estate Corp., General Partner

By: 
William J. Voges, President

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of Root Real Estate III, Ltd., a Florida limited partnership, executed this affidavit filed pursuant to Section 620.108(1), Florida Statutes.


The total amount of capital contributions of the limited partners and the amount expected to be contributed by the limited partners is \$ 1,000,000.00.

DATED as of this 10th day of November, 1996.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER

By: 
William J. Voges, President
Root Real Estate Corp.

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TALLAHASSEE, FLORIDA

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