

S. EMORY ROGERS, PA

1803 Atlantic Avenue, Suite 100A
P.O. Box 7225
West Palm Beach, Florida 33415
Phone (561) 689-5952
Fax (561) 689-5121

VIA FED EX
Florida Dept. of State
Division of Corps.
409 E. Gaines St.
Tallahassee, Florida 32399

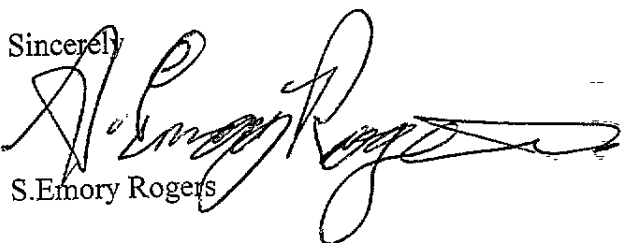
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*****87.50 *****87.50

Re: Rogers Limited Partnership dated 12/23/99

Dear Sir or Madam:

Enclosed please find the Certificate of Limited Partnership for the above referenced
together with the applicable fee. Please file and call if you have any questions (561)
5952, fax (561) 689-5121.

Sincerely,


S. Emory Rogers

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00 JAN 11 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2000

S. EMORY ROGERS
P.O. BOX 7225
WEST PALM BEACH, FL 33405

SUBJECT: ROGERS LIMITED PARTNERSHIP
Ref. Number: W00000000061

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TALLAHASSEE, FLORIDA

We have received your document for ROGERS LIMITED PARTNERSHIP and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The effective day must be specific and cannot be prior to the date of filing.

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline

Document Specialist

Letter Number: 000A00000086

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TALLAHASSEE, FLORIDA

S. EMORY ROGERS, PA

1803 Australian Avenue South, Suite A
P.O. Box 7225
West Palm Beach, Florida 33405
Phone 561-689-5952
Fax 561-689-5121

VIA FED EX
Florida Dept. of State
Division of Corps.
409 E. Gaines St.
Tallahassee, Florida 32399

Re: William Rogers Limited Partnership
W00000000000061
Dear Sir or Madam:

Enclosed per your instructions please find the revised Certificate of Limited Partnership
for the above referenced. Please file as soon as possible and call if you have any
questions (561) 689-5952, fax (561) 689-5121.

Sincerely


S. Emory Rogers

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TALLAHASSEE, FLORIDA

Affidavit

Certificate of Limited Partnership of
William Rogers Limited Partnership

The undersigned partners, who are all over the age of twenty-one (21) years, desire to organize a limited partnership under the laws of the State of Florida, pursuant to Section 620.108 of the Florida Statutes of 1999, as amended, hereby sign and file this Certificate, of Limited Partnership and declare under penalties of perjury that the facts herein are true and correct as follows:

1. Name. The name of the limited partnership is William Rogers Limited Partnership.

2. Business. The Partnership's purpose is to invest and reinvest in such loans, bonds, common or preferred stocks, notes, mortgages, participation in mortgages, common trust funds, securities, shares of regulated investment companies or trusts, currencies, partnerships (whether general, limited, or special), or other property, real or personal (including undivided interests therein and partial interests such as life estate, term, remainder interests), domestic or foreign, or to purchase and sell options (including listed options), or exercise options, rights, or warrants, and to purchase securities or other property as the General Partner may deem suitable, and to purchase and sell fractional shares and subscription rights to which the Partnership may become entitled and to conduct any other business that will be legal for a Partnership to conduct in the State of Florida.

3. Place of Business. The office and mailing address of the partnership is 3200 Washington Road, West Palm Beach, FL 33405.

4. Agent for Service of Process. The agent for service of process is William H. Rogers, III and his street address is 3200 Washington Road, West Palm Beach, FL 33405.

5. Names and Mailing Address. The names and mailing addresses of the general partners are William H. Rogers, III and Elizabeth E. Rogers, 3200 Washington Road, West Palm Beach, FL 33405.

The names and mailing addresses of the limited partners are as follows:

William H. Rogers, III - 3200 Washington Road, West Palm Beach, FL 33405;
Elizabeth E. Rogers - 3200 Washington Road, West Palm Beach, FL 33405;
Mary Emory Church - 1620 Canterbury Road, Raleigh, NC 27608;
William H. Rogers, IV - 11721 Lakeshore Place, North Palm Beach, FL 33408;
Elizabeth Rogers Brown - 6707 Pamela Lane, West Palm Beach, FL 33405; and
S. Emory Rogers - 215 Russlyn Drive, West Palm Beach, FL 33405.

6. Capital Contributions. The initial and anticipated capital contributions of the limited partners are certified as follows:

William H. Rogers III, - contributing cash of \$100;
Elizabeth E. Rogers - contributing cash of \$100;
Mary Emory Church - contributing cash of \$100;
William H. Rogers, IV - contributing cash of \$100;
Elizabeth Rogers Brown - contributing cash of \$100; and
S. Emory Rogers - contributing cash of \$100.
Total amount contributed and anticipated by limited partners is \$600.

7. No Additional Capital Contributions. No partner will be required to make any additional capital contribution without his consent.

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STATE OF FLORIDA

8. Restrictions on Transfers. A limited partner may only transfer his interest after offering his interest to the partners. Thereafter, the limited partner may nominate the transferee to become a partner. The transferee shall become a partner if the general partner consents and any transfer instruments required by the general partner are executed by the transferee.

9. Withdrawal of Capital. A limited partner may withdraw his capital account from the partnership only upon the termination of the partnership or with the prior written consent of the general partner.

10. Earnings of Partnership. The earnings of the limited partnership shall be distributed at least annually, except that earnings may be retained by the limited partnership and transferred to partnership capital for the reasonable needs of the business, investments and/or reduction of indebtedness, as determined by the general partner. Further, any or all of the earnings may be retained by the limited partnership and transferred to partnership capital by the general partner. Amounts realized from capital transactions may be used at the discretion of the general partner for the acquisition of other properties of the limited partnership or for the reduction of any indebtedness of the limited partnership.

11. Dissolution. The limited partnership shall be dissolved upon the happening of any of the following events:


- (1) Decree of any competent court for cause shown;
- (2) With the written consent of the general partner;
- (3) December 31, 2020; or
- (4) The death, withdrawal, insanity, bankruptcy, assignment for the benefit of creditors or disability of a general partner, unless a majority of the remaining partners elect in writing to continue the partnership within ninety (90) days of such event.

Executed as of the ___th day of December, 1999.


William H. Rogers, III, General and Limited Partner


Elizabeth E. Rogers, General and Limited Partner


Mary Emory Church, Limited Partner


William H. Rogers, IV, Limited Partner


Elizabeth Rogers Brown, Limited Partner

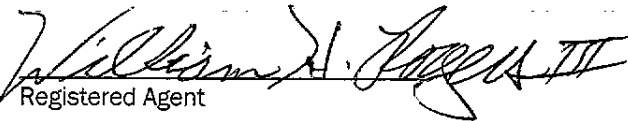

S. Emory Rogers, Limited Partner

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TALLAHASSEE, FLORIDA

Acceptance and Oath of Registered Agent

Having been named as registered agent and to accept service of process for the above stated Limited Partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

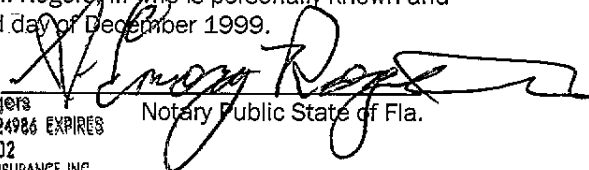
Dated December 23, 1999 . . .


Registered Agent

Before me the undersigned appeared William H. Rogers, III who is personally known and acknowledged executing the foregoing this 23d day of December 1999.



S. Emory Rogers
MY COMMISSION # CC724986 EXPIRES
June 23, 2002
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public State of Fla.

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TALLAHASSEE, FLORIDA