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ACCOUNT NO. : 072100000032

REFERENCE : 561908 4351925

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 24, 2000

ORDER TIME : 11:49 AM

ORDER NO. : 561908-010

CUSTOMER NO: 4351925

CUSTOMER: Frank J. Yong, Esq
CONE YONG STEWART & HOUSTON,
CONE YONG STEWART & HOUSTON,
P.o. Box 4550

Jacksonville, FL 32201

DOMESTIC FILING

NAME: MONROE MANOR INVESTMENTS, L.P.

**** FILE 2ND ****

EFFECTIVE DATE:

400003108224--7
-01/24/00--01102--010
***1837.50 ***1837.50

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

3/1
1/24/00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JAN 24 PM 5:18

RECEIVED
00 JAN 24 PM 1:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 25, 2000

ERIKA CARLSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: MONROE MANOR INVESTMENTS, L.P.
Ref. Number: W00000001994

RESUBMIT

Please give original
of correction that is as file date.

We have received your document for MONROE MANOR INVESTMENTS, L.P. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,837.50 payment.

Florida limited partnerships cannot use the "L.P." suffix. Please use LTD., LIMITED, or LIMITED PARTNERSHIP.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 500A00003329

RECEIVED
00 JAN 25 PM 4:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

MONROE MANOR INVESTMENTS, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 24 PM 5:18

The undersigned general partner files this Certificate of Limited Partnership of MONROE MANOR INVESTMENTS, L.P. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

.1. NAME. The name of the limited partnership is MONROE MANOR INVESTMENTS, LTD.

.2. Principal Place of Business And Mailing Address of The Office at Which The Records Required to Be Maintained by The Partnership Under The Act Are Kept Is: 1050 Riverside Avenue, Post Office Box 4550, Jacksonville, Florida 32201.

.3. Registered Agent of The Limited Partnership Will Be: Frank J. Yong.

.4. Name And Address of The General Partner of The Partnership Are as Follows:

NAME

ADDRESS

Hinson Stoner, Inc. 1050 Riverside Avenue, Post Office Box 4550
Jacksonville, Florida 32201

.5. The Effective Date of This Limited Partnership Shall be: When this Certificate is filed with the Secretary of State.

.6. The Latest Date Upon Which The Limited Partnership Is to Be Dissolved And Its Affairs Wound up Will Be: December 31, 2040

.7. Contributions And Anticipated Contributions of Limited Partners: The limited partners will make initial capital contributions for their partnership interest of \$4,000,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$1,000,000. The total amount anticipated to be contributed by the limited partners is \$5,000,000.

.8. Affirmation. Each general partner hereby acknowledges that pursuant to the Act:

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

.8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

.8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 21st day of January, 2000.

Hinson Stoner, Inc.

By: *Linda N. Hinson*
Linda N. Hinson President
General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 24 PM 5:18

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

Monroe Manner Investments, LTD., desiring to organize or qualify under the laws of the State of Florida hereby designates Frank J. Yong its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1050 Riverside Avenue, Post Office Box 4550, Jacksonville, Florida 32201.

DATED this 21st day of January 2000.

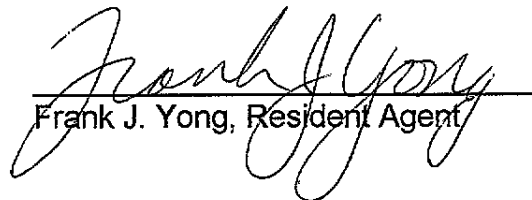


President of Hinson Stoner, Inc.
General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 24
PM 5:18

Having been named as registered agent 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 I am familiar with and accept the obligations of my position as registered agent.

DATED this 21st day of January 2000.


Frank J. Yong, Resident Agent