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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 687503 4351925

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 5, 2000

ORDER TIME : 11:16 AM

ORDER NO. : 687503-010

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: PHILIP PROPERTIES PARTNERSHIP,
LTD.

EFFECTIVE DATE:

 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: Jeanine Reynolds

EXAMINER'S INITIALS:

400003240454-19
-05/05/00-01028-015
***1837.50 ***1837.50

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00 MAY -5 AM 11:24 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

OF

PHILIP PROPERTIES PARTNERSHIP, LTD.

The undersigned general partner files this Certificate of Limited Partnership of PHILIP PROPERTIES PARTNERSHIP, LTD. 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 PHILIP PROPERTIES PARTNERSHIP, 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: 1233 Stow Avenue, Post Office Box 2472, Pensacola, Florida 32513.

.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

Bobelle Harrell, Inc. ✓

1233 Stow Avenue, Post Office Box 2472
Pensacola, Florida 32513

.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, 2050

.7. Contributions And Anticipated Contributions of Limited Partners: The limited partners will make initial capital contributions for their partnership interest of \$5,000,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$5,000,000. The total amount anticipated to be contributed by the limited partners is \$10,000,000.

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

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.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 25 day of April, 2000.

BOBELLE HARRELL, INC.

By: Bobbelle W. Harrell
Bobbelle W. Harrell, President
General Partner

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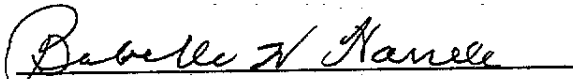
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

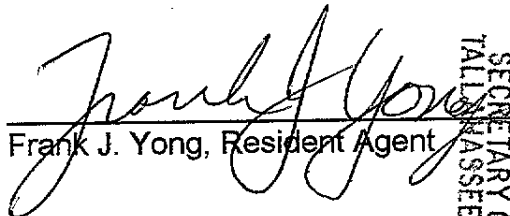
Philip Properties Partnership, Ltd., desiring to organize or qualify under the laws of the State of Florida hereby designates Frank J. Yong its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1050 Riverside Avenue, Post Office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

DATED this 25th day of April, 2000.


Bobelle W. Harrell
President of Bobelle Harrell, Inc.
General Partner

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 30th day of April, 2000.


Frank J. Yong, Resident Agent

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TALLAHASSEE, FLORIDA

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