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LAW OFFICE OF C. RANDOLPH COLEMAN
9250 BAYMEADOWS ROASE, SUITE 230
JACKSONVILLE, FLORIDA 32256
(904) 448-1969
FAX: (904) 448-5244

July 3, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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RE: THE SARAH R. COLGROVE FAMILY PARTNERSHIP, LTD.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Certificate of Limited Partnership and Affidavit of General Partner, Certificate Naming Agent upon Whom Process May be Served, for a new limited partnership, THE SARAH R. COLGROVE FAMILY PARTNERSHIP, LTD, together with our check in the amount of \$1,837.50 in payment of the appropriate filing fees, allocated as follows:

Filing Fee:	\$1750.00
Resident Agent Certificate:	\$ 35.00
Certified Copy:	\$ 52.50

I would appreciate your filing same and returning a certified copy to the undersigned.

Your assistance in this matter is greatly appreciated.

Sincerely yours,



C. Randolph Coleman, Esq.

CRC:dst
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
THE SARAH R. COLGROVE FAMILY PARTNERSHIP , LTD.**

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Limited Partnership Act of the State of Florida pursuant to a written Agreement of all Partners executed of even date herewith (Called "Articles of Limited Partnership"). The creation of the Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains each statement required by the Florida Revised Limited Partnership Act.

**ARTICLE 1
NAME OF THE LIMITED PARTNERSHIP**

The name of the Limited Partnership is THE SARAH R. COLGROVE FAMILY PARTNERSHIP, LTD.

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The address of the registered office and the name and address of the registered agent for service of process is:

Agent: C. Randolph Coleman	Street: 9250 Baymeadows Road, Suite 230 City: Jacksonville, FL 32256
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The registered agent is an individual who is a resident of Florida and whose business office is the same as the Partnership's registered office.

**ARTICLE 3
PRINCIPAL OFFICE**

The address of the principal office in the United States where the records of the Partnership are to be maintained is:

Agent: SARAH R. COLGROVE	Street: PO Box 1787 City: Middleburg, FL 32050-1787
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The records maintained and to be maintained at this office are those prescribed by ' of the Revised Limited Partnership Act.

**ARTICLE 4
NAME, ADDRESS OF THE GENERAL PARTNER**

The name, the mailing address, and the street address of the business or residence of the General Partner is:

General: SARAH R. COLGROVE	Street: PO Box 1787 City: Middleburg, FL 32050-1787
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**ARTICLE 5
NATURE OF BUSINESS PERMITTED**

The Partnership is formed to engage in any lawful business, subject only to the requirements of §620.107 of the Florida Revised Limited Partnership Act. If the Limited Partnership qualifies to transact business other than in the State of Florida the Partnership may transact any and all lawful business permitted for a Limited Partnership by the laws of that jurisdiction.

**ARTICLE 6
SUCCESSOR TO GENERAL PARTNER**

The Articles of Limited Partnership provide: "If a General Partner, serving alone, ceases to serve for any reason, and if the Limited Partners have not elected a new General Partner within 90 days from the effective date of withdrawal of a General Partner, it is agreed that, upon proper amendment to these Articles, the following persons will serve as the General Partner (called "Successor General Partner").

The Successor General Partner shall cause an amendment to the certificate of limited partnership to be filed with the Secretary of State within thirty (30) days of the commencement of its service as Successor General Partner.

Successor General Partner: John B. Colgrove	Street: PO Box 1787 City: Middleburg, FL 32050-1787
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The designated Successor General Partner will not have the duties nor the liability of a General Partner until such time as the successor actually assumes the position of a General Partner. A General Partner who ceases to be a General Partner will not be personally liable for the debts and obligations of the Partnership incurred following the termination of his or her or its service as a General Partner. The Successor General Partner will have the right and authority to execute an amendment to the Certificate of Limited Partnership in the event the General Partner, who has ceased to serve, is unable - by reason of death, disability, - absence, or refusal, to execute the Certificate as Attorney-in-Fact for the withdrawing General Partner.

**ARTICLE 7
GENERAL PARTNER'S AUTHORITY TO
EXECUTE ANY AMENDMENT
TO THIS CERTIFICATE OF LIMITED PARTNERSHIP**

Each Limited Partner, or Subscriber of a Limited Partnership interest, has constituted and appointed the General Partner, with power of substitution, as his, her or its attorney-in-fact and personal representative to sign, execute, certify, acknowledge, file and record the Certificate of Limited Partnership, and to sign, execute, certify, acknowledge and record all appropriate instruments amending the Articles and the Certificate of Limited Partnership on behalf of the Limited Partner. In particular, the General Partner as attorney-in-fact may sign, acknowledge, certify, file and record on the behalf of each Limited Partner such instruments, agreements, and documents that:

1. reflect the exercise by the General Partner of any of the powers granted to him under these Articles;
2. reflect any amendments made to these Articles;
3. reflect the admission or withdrawal of a General or Limited Partner; and
4. may otherwise be required of the Partnership or a Partner by law, federal law, or the law of any other jurisdiction.

The power of attorney given by each Limited Partner is a durable power and will survive the disability or incapacity of the principal.

**ARTICLE 8
AUTHORITY OF ANOTHER
TO EXECUTE ANY AMENDMENT
TO THE CERTIFICATE OF LIMITED PARTNERSHIP**

The articles of Limited Partnership of THE SARAH R. COLGROVE FAMILY PARTNERSHIP, LTD., provide: "In the event a General Partner is unwilling or unable to sign a required amendment to the Certificate of Limited Partnership as evidence of the withdrawal, substitution or addition of a Limited Partner, the amended certificate may be signed by:

1. the remaining General Partner or Partners, if more than one General Partner is then serving, and by any successor elected by the Limited Partners or as otherwise designated by the Partnership Agreement; or,
2. if but one General Partner was serving, and who ceases to serve for any reason, by the new General Partner or Partners, as substitute or successor, and at least percent in interest of the Limited Partners.

Each General Partner serving or to serve in the capacity of a General Partner does hereby appoint his, her or its successor, (or if there is more than one General Partner serving at the time a General Partner shall refuse or be unable to act, the remaining General Partner or Partners) as his, her or its attorney in fact, to sign the amended certificate on his, her or its behalf.

In the event §620.197 of the Florida Revised Limited Partnership Act should require dissolution of the Partnership due to death, disability, resignation, or removal of a General Partner, or other event of withdrawal, the Partnership will nonetheless be reconstituted and will continue as provided by §620.157(4) of the Florida Revised Limited Partnership Act.

**ARTICLE 9
LIMITATION UPON THE SALE
OR OTHER TRANSFER OF A PARTNERSHIP INTEREST**

The Articles of Limited Partnership prohibit a sale or other transfer of a partnership interest without the consent of at least percent in interest of the Limited Partners. The following disclosures are and have been made in the Articles of Limited Partnership and the individual subscription contracts of the Limited Partners.

THE UNITS OR PERCENTAGES OF OWNERSHIP OF THE SARAH R. COLGROVE FAMILY PARTNERSHIP, LTD., HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE. THE UNITS OR PERCENTAGES OF OWNERSHIP ARE OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENT OF THE SECURITIES ACT AND SUCH LAWS, AND PARTICULARLY REGULATION D (enacted by the Securities and Exchange Commission effective April 15, 1982 pertaining to certain offers and sales of Securities without registration under the Securities Act of 1933).

THE PARTNERSHIP WILL NOT BE SUBJECT TO THE REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND WILL NOT FILE REPORTS, PROXY STATEMENTS AND OTHER INFORMATION WITH THE SECURITIES AND EXCHANGE COMMISSION.

THE LIMITED PARTNERSHIP INTERESTS OF THE SARAH R. COLGROVE FAMILY PARTNERSHIP, LTD., HAVE NOT AND WILL NOT BE REGISTERED OR QUALIFIED UNDER FEDERAL OR STATE SECURITIES LAWS. THE LIMITED PARTNERSHIP INTEREST OF THE SARAH R. COLGROVE FAMILY PARTNERSHIP, LTD., MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED, OR OTHERWISE TRANSFERRED UNLESS SO REGISTERED OR QUALIFIED, OR UNLESS AN EXEMPTION FROM REGISTRATION OR QUALIFICATION EXISTS. THE AVAILABILITY OF ANY EXEMPTION FROM REGISTRATION OR QUALIFICATION MUST BE ESTABLISHED BY AN OPINION OF COUNSEL FOR THE OWNER THEREOF, WHICH OPINION AND COUNSEL MUST BE REASONABLY SATISFACTORY TO THE SARAH R. COLGROVE FAMILY PARTNERSHIP, LTD.

FILED
JUL -5 1983
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**ARTICLE 10
AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE**

The General Partner acknowledges and states that he is authorized to execute and file this Certificate for and on behalf of the THE SARAH R. COLGROVE FAMILY PARTNERSHIP, LTD.


EXECUTED IN DUPLICATE ORIGINAL this 3 day of July, 2000.

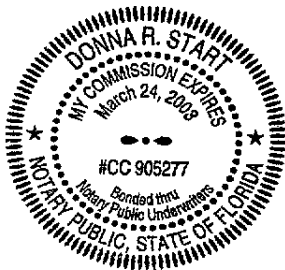

SARAH R. COLGROVE, General Partner

STATE OF FLORIDA }
 } ss
COUNTY OF DUVAL }

BEFORE ME, the undersigned authority, on this day personally appeared SARAH R. COLGROVE known to me to be the person whose name is subscribed to the foregoing instrument, or who has produced _____ as identification, and has acknowledged to me that he (she) executed the same for the purposes and considerations therein expressed and as the authorized representative of THE SARAH R. COLGROVE FAMILY PARTNERSHIP, LTD.

SWORN AND SUBSCRIBED TO before me, this 3rd day of July, 2000.


NOTARY PUBLIC, State of FLORIDA
Name: Donna R. Start
My Commission expires: March 24, 2003



FILED
00 JUL -5 10:12:52
CLERK OF DISTRICT COURT
FALLA RICH, FLORIDA

CERTIFICATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to §48.091, Florida Statutes, the following is submitted by unanimous written consent of the Members:


That THE SARAH R. COLGROVE FAMILY PARTNERSHIP, LTD., a limited partnership duly organized and existing under the laws of the State of Florida, with its registered office being at 9250 Baymeadows Road, Suite 230, Jacksonville, FL 32256, County of Duval, State of Florida, has named C. RANDOLPH COLEMAN, ESQUIRE, as its registered agent at such office to accept service of process within this state.


SARAH R. COLGROVE, General Partner

Dated this 3rd day of July, 2000.

ACCEPTANCE

Having been named to accept service of process for the above-stated limited partnership company, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said office.


C. Randolph Coleman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned general partner of THE SARAH COLGROVE FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 850,000.

This 3rd day of July, 2000.

FURTHER AFFIANT SAYETH NOT.

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



SARAH R. COLGROVE, GENERAL PARTNER

FILED
JUL -5 12:52
CLERK OF DISTRICT COURT
JULY 5 2000