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September 12, 2000

FEDERAL EXPRESS

Secretary of State
409 East Gains Street
Tallahassee, Florida 32399

100003393251--7
-09/14/00--01050--003
***1837.50 ***1837.50

Re: Impala Properties, Ltd.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Certificate of Limited Partnership of Impala Properties, Ltd., together with our firm's check in the amount of \$1,837.50 representing the filing fee for said certificate. Please return a filed certified copy to the undersigned at your earliest convenience.

Sincerely,



Helen Brock Ford
Paralegal

/hbf
Enclosures

FILED
00 SEP 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACW-1430
R9-19
[Handwritten initials and signatures]

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
IMPALA PROPERTIES, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of IMPALA PROPERTIES, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be IMPALA PROPERTIES, LTD.
2. The address of the office where records shall be kept shall be 12471 Park Avenue, Windermere, FL 34786. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
3. The names and addresses of the general partner is:

D.B. Hunt Enterprises, Inc., a Florida corporation
12471 Park Avenue
Windermere, Florida 34786
4. The mailing address of the limited partnership is 12471 Park Avenue, Windermere, Florida 34786.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2050.

This Agreement has been executed by the undersigned this 12th day of September, 2000.

GENERAL PARTNER:

D.B. Hunt Enterprises, Inc., a Florida corporation

By: Donald B. Hunt
Donald B. Hunt, Sr., President

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00 SEP 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for IMPALA PROPERTIES, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with the undersigned's statutory obligations as such.

B&C Corporate Services of Central Florida, Inc.

By: 

Anthony W. Palma, Vice President

Dated this 12th day of September, 2000.

FILED
00 SEP 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

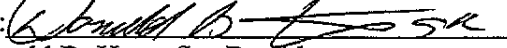
The undersigned being the general partner of IMPALA PROPERTIES, LTD., and being duly sworn does hereby set forth the following for the purposes of accompanying the filing of the Certificate of Limited Partnership of IMPALA PROPERTIES, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$3,000,000.00 in cash and no further capital contributions from the limited partners are reasonably anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

D.B. Hunt Enterprises, Inc., a Florida corporation

By: 
Donald B. Hunt, Sr., President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of September, 2000, by Donald B. Hunt, Sr., President of D.B. Hunt Enterprises, Inc., General Partner of Impala Properties, Ltd., and who is personally known to me.



Notary Public

My Commission Expires:

Type, print or stamp name of notary



FILED
00 SEP 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA