ACCOUNT NO.: 072100000032

REFERENCE: 917629 7135588

AUTHORIZATION :

COST LIMIT :

ORDER DATE : December 4, 2000

ORDER TIME: 11:02 AM

ORDER NO. : 917629-010

CUSTOMER NO: 7135588

900003484419--2

CUSTOMER: Nicholas M. Daniels, Esq

Therrel Baisden, P.a.

Suntrust International Center One S.e. 3rd Ave. Suite 2400

Miami, FL 33131

DOMESTIC FILING

NAME:

ROSS/CRAWFORD ASSOCIATES, LTD.

FILE SECOND

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ROSS/CRAWFORD ASSOCIATES, LTD.

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

- 1. The name of the Partnership is ROSS/CRAWFORD ASSOCIATES, LTD.
- 2. The address of the office of the Partnership is 185 Twelve Oaks Lane, Ponte Vedra Beach, Florida 32082.
- 3. The name and address of the agent for service of process on the Partnership is NICHOLAS M. DANIELS, ESQ., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.
- 4. The name and business address of the corporate General Partner is as follows:

ROSS/CRAWFORD GROUP, INC., a Florida corporation
185 Twelve Oaks Lane
Ponte Vedra Beach, Florida 32082

- 5. The mailing address of the Partnership is: 185 Twelve Oaks Lane, Ponte Vedra Beach, Florida 32082.
- 6. The latest date upon which the Partnership shall dissolve is December 31, 2050.
- 7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.
- 8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) RAYMOND A. ROSS, JR., as President of ROSS/CRAWFORD GROUP, INC., a Florida corporation, as the General Partner of ROSS/CRAWFORD ASSOCIATES, LTD. or (b) an authorized

corporate officer, of ROSS/CRAWFORD GROUP, INC., a Florida corporation, as General Partner of ROSS/CRAWFORD ASSOCIATES LTD.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

GENERAL PARTNER

ROSS/CRAWFORD GROUP, INC., a Florida corporation

RAYMOND A. ROSS, JR.,

President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ROSS/CRAWFORD ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

CHOLAS M DANTELS

W:\ROSS\Ross-Crawford\Certificate of LP.wpd

STATE	OF .	FLORIDA)	
)	SS:
COUNTY	OF	MIAMI-DADE)	

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared RAYMOND A. ROSS, JR., as President of ROSS/CRAWFORD GROUP, INC., of Florida corporation, which is the General Partner of ROSS/CRAWFORD ASSOCIATES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", 185 Twelve Oaks Lane, Ponte Vedra Beach, FL 32082, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

JANICE C. ROSS	\$ 990.00
185 Twelve Oaks Lane	
Ponte Vedra Beach, FL 32082	
Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

JANICE C. ROSS	\$ -0-
185 Twelve Oaks Lane	
Ponte Vedra Beach, FL 32082	

\$ -0-

Total

FURTHER AFFIANT SAITH NAUGHT.

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

GENERAL PARTNER:

ROSS/CRAWFORD GROUP, INC., a Florida corporation

President

Dated: NOV. 2944, 2000.

The foregoing instrument was acknowledged before me this day of November, 2000, by RAYMOND A. ROSS, JR., as President of ROSS/CRAWFORD GROUP, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced Florida Driver's Ucense as identification.

> Notary Public, State of Florida at Large

My Commission Expires:

My comme communication No. (if any) EXPIRES: January 7, 2001 Bonded Tirru Notary Public Underwriters

KATHLEEN F. DURING YPE or Stamp Notary Name

W:\ROSS\Ross-Crawford\Affidavit of Cap Cont.wpd