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Kelly B. Plante, Esquire

January 30, 2001

PLEASE FILE THIS FIRST

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

400003602404--6
-01/30/01--01079--017
***1837.50 ***1837.50

Enclosed for filing, please find the **CERTIFICATE OF LIMITED PARTNERSHIP AND AFFIDAVIT OF CAPITAL CONTRIBUTION**, along with a check in the amount of **\$1,837.50** for the applicable filing fees and to obtain a **CERTIFIED** copy of the **CERTIFICATE** for the following entity:

MJR PROPERTIES, LTD.

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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KBP/amc
Enclosures
GHRCORP/GHR3.27
Buchanan/6308-1



CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
MJR PROPERTIES, LTD.

This Certificate of Limited Partnership and Affidavit of Capital Contribution executed this 26th day of January, 2001, by ROGERS HOLDINGS, INC., Florida corporation, as General Partner of MJR PROPERTIES, LTD., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate of Limited Partnership and Affidavit of Capital Contribution evidences a limited partnership which complies with Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is:

MJR PROPERTIES, LTD.

2. Office. The address of the office of the Partnership required by F.S. 620.105 shall be:

1741 Via Venetia
Winter Park, Florida 32789

The records required to be kept by the Partnership pursuant to section 620.106, Florida Statutes, shall be maintained at the office of the Partnership

3. Agent for Service of Process. The agent for service of process on the Partnership shall be:

Pamela O. Price, Esquire
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

4. Name and Business Address of General Partner. The General Partner is:

Rogers Holdings, Inc., a Florida corporation
1741 Via Venetia
Winter Park, Florida 32789

5. Mailing Address of Limited Partnership. The mailing address of the Partnership is:

Post Office Box 940896
Maitland, Florida 32794

6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be: December 31, 2091.

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TALLAHASSEE FLORIDA

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of January 26, 2001.

WITNESS:

GENERAL PARTNER:

ROGERS HOLDINGS, INC.
a Florida corporation

Barbara S. Buchanan

By: Juliette H. Rogers
Juliette H. Rogers
Its: Vice President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of MJR PROPERTIES, LTD., I hereby accept and agree to act in this capacity.

Pamela O. Price
Pamela O. Price, Esquire

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TALLAHASSEE FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS**

ROGERS HOLDING, INC., the sole General Partner of MJR PROPERTIES, LTD., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partners is \$100.00.
2. The amount anticipated to be contributed by the Limited Partners is \$10,000,000.00.

FURTHER, Affiant sayeth naught.

GENERAL PARTNER:

ROGERS HOLDINGS, INC.
a Florida corporation

By: _____

Juliette H. Rogers
Juliette H. Rogers, Vice President

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