



A01000000550

ACCOUNT NO. : 072100000032

REFERENCE : 124193 8777A

AUTHORIZATION :

000004045040--5
-04/23/01--01127--011
*****35.00 *****35.00

COST LIMIT : \$ PREPAID

ORDER DATE : April 23, 2001

ORDER TIME : 12:37 PM

ORDER NO. : 124193-005

CUSTOMER NO: 8777A

CUSTOMER: Ms. Maria C. Gibbs
Ford, Jeter & Bowlus, P.a.

10110 San Jose Boulevard

Jacksonville, FL 32257

DOMESTIC FILING

NAME: KOLESAR INVESTMENTS, LTD.

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR 23 PM 2:34
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

EFFECTIVE DATE:

000004045040--5
-04/23/01--01127--012
*****52.50 *****52.50

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

FILED
01 APR 23 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK
4/23

KOLESAR INVESTMENTS, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner files this Certificate of Limited Partnership of Kolesar Investments, Ltd. with the Florida Department 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 Kolesar Investments, Ltd.

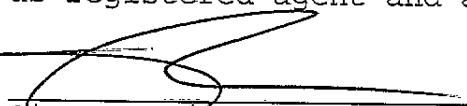
2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:

12882 Plummer Grant Rd.
Jacksonville, FL 32223

3. REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:
ROBERT M. MORGAN, whose business address is

Ford, Jeter, Bowlus, Duss & Morgan, P.A.
10110 San Jose Blvd.
Jacksonville, FL 32257

Having been named as registered agent to accept service of process for Kolesar Investments, Ltd. at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/ Registered Agent

12/12/00
Date

4. NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:

NAME

PO0000110707

ADDRESS

Kolesar Investments
Management, Inc.

12882 Plummer Grant Rd.
Jacksonville, FL 32223

5. THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE: When this certificate is filed with the Florida Department of State.

6. THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE: December 31, 2051

8. AUTHORITY OF GENERAL PARTNER: The General Partner, KOLESAR INVESTMENTS MANAGEMENT, INC., a Florida corporation,

acting alone and without the consent of the Limited Partners shall have the power and authority to take such action from time to time as it may deem to be necessary, appropriate, or convenient in connection with the management and conduct of the business and affairs of the Partnership, including, without limitation, the following powers:

8.1 To acquire or dispose of any property, real or personal, tangible or intangible (including any interest therein), for cash, securities, other property, or any combination thereof upon such terms and conditions as the General Partner may, from time to time, determine (including, in instances where the property is encumbered, on either an assumption or a "subject to" basis);

8.2 To finance the Partnership's activities either with the seller of the property or materials or by borrowing money from third parties, all on such terms and conditions as the General Partner deems appropriate. In instances where money is borrowed for Partnership purposes, the General Partner shall be, and hereby is, authorized to pledge, mortgage, encumber, or grant a security interest in the property or materials acquired and/or other Partnership assets for the repayment of such loans;

8.3 To employ, retain, or otherwise secure or enter into other contracts with personnel or firms to assist in acquiring, developing, improving, managing, and operating of the Partnership's business, including, but not limited to attorneys, accountants, architects, business consultants, contractors, appraisers and engineers, all on such terms and for such consideration as the General Partner deems advisable; and

8.4 To take any and all other actions which are permitted under applicable law and which are customary or reasonably related to the Partnership's business.

9. RESTRICTIONS ON AUTHORITY OF PARTNERS. The Partnership hereby gives public notice that any and all transactions, contracts and/or agreements entered into on behalf of the Partnership by a Partner other than the General Partner shall require the written consent of the General Partner of the Partnership to be effective and binding on the Partnership and that only the General Partner, acting alone, may enter into contracts and/or agreements on behalf of the Partnership without the prior consent of the other Partners of the Partnership.

10. AFFIRMATION. The general partner hereby acknowledges that pursuant to the Act:

10.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

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01 APR 23 PM 4:50
SEAL
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

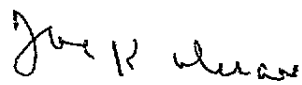
10.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

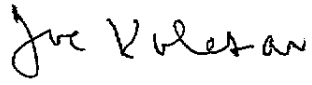
10.3 If, after the execution of this certificate, the general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED this 12th day of December, 2000.

GENERAL PARTNER:

KOLESAR INVESTMENTS MANAGEMENT,
INC., a Florida corporation


By: _____
JOSEPH KOLESAR
Its: President


Attest: _____
JOSEPH KOLESAR
Its: Secretary

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR KOLESAR INVESTMENTS, LTD.

THE UNDERSIGNED, constituting the sole general partner of
KOLESAR INVESTMENTS, LTD., a Florida Limited Partnership,
certify:

The amount of capital contributions to date of the limited
partners is Five Hundred Seven Thousand and no/100 (\$ 507,000.00).

The total amount contributed and anticipated to be contributed by
the limited partners at this time totals
Five Hundred Seven Thousand and no/100 (\$ 507,000.00).

Signed this 12th day of December, 2000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the
foregoing and know the contents thereof and that the facts stated
herein are true and correct.

KOLESAR INVESTMENTS MANAGEMENT,
INC.

Joe Kolesar

By: _____
JOSEPH KOLESAR
Its: President

FILED
101 APR 23 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA