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E-MAIL ADDRESS

August 24, 2001

RECEIVED
01 AUG 24 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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

Via Hand Delivery

To Whom It May Concern:

B

Enclosed for filing, please find the **CERTIFICATE OF LIMITED PARTNERSHIP AND AFFIDAVIT OF CAPITAL CONTRIBUTION** along with a check in the amount of **\$1837.50** for the applicable filing fees and to obtain a **CERTIFIED** copy of the **CERTIFICATE** for the following entity:

RECEIVED
2001 AUG 24 PM 2:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

AR3, LTD.

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

Very truly yours,

Jill May

Jill W. May

BK

/jwm
Enclosure

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-08/27/01--01003--002
***1837.50 ***1837.50



CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
AR3, LTD.

This Certificate of Limited Partnership and Affidavit of Capital Contribution executed this 23rd day of August, 2001, by Great American Investments, Inc., a Florida corporation, as General Partner of AR3, 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:

AR3, LTD.

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

301 S. Orlando Avenue, Suite 200
Maitland, FL 32751

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
301 E. Pine Street, Suite 1400
Orlando, FL 32801

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

Great American Investments, Inc., a Florida corporation
301 S. Orlando Avenue, Suite 200
Maitland, FL 32751

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

301 S. Orlando Avenue, Suite 200
Maitland, FL 32751

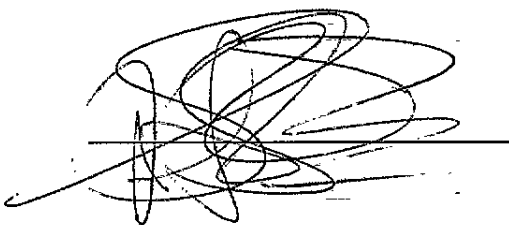
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be: December 31, 2090.

FILED
01 AUG 24 PM 4:00
TALLAHASSEE
SECRETARY OF STATE

P01000084111

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

WITNESS:



GENERAL PARTNER:

GREAT AMERICAN INVESTMENTS, INC., a Florida corporation

By:



Roger W. Holler, III, President

FILED
AUG 24 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of AR3, Ltd., I hereby accept and agree to act in this capacity.

Pamela O. Price

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

WITNESS:

GENERAL PARTNER:

GREAT AMERICAN INVESTMENTS
INC., a Florida corporation

By:

Roger W. Holler, III, President

01 AUG 24 PM 4:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of AR3, Ltd., I hereby accept and agree to act in this capacity.


Pamela O. Price

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS

Great American Investments, Inc., a Florida corporation, the sole General Partner of AR3, 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 \$10,000,000.00.

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:
GREAT AMERICAN INVESTMENTS, INC., a
Florida corporation

By: _____

Roger W. Holler, III
Its: President

FILED
01 AUG 24 PM 14:00
CLERK OF STATE
TALLAHASSEE, FLORIDA