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ACCOUNT NO. : 072100000032

REFERENCE : 429247 80640A

AUTHORIZATION :

COST LIMIT : ~~SEPPD FOR FILE SECOND AND FILE~~
~~THIRD~~

ORDER DATE : March 5, 2002

ORDER TIME : 12:48 PM

ORDER NO. : 429247-010

CUSTOMER NO: 80640A

CUSTOMER: Christopher M. Fear, Esq
Gray Harris Robinson Lane
Trohn
One Lake Morton Drive

Lakeland, FL 33801

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-03/06/02--01002--009

***1923.75 ***1837.50

DOMESTIC FILING

NAME: RGW PROPERTIES LIMITED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS

FILED
02 MAR -5 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAR 5 PM 1:51
File 229

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RGW PROPERTIES LIMITED**

02 MAR -5 PM 5:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME OF LIMITED PARTNERSHIP

The name of the Limited Partnership is RGW Properties Limited (referred to herein as the "Partnership").

II. PRINCIPAL PLACE OF BUSINESS OF PARTNERSHIP

The principal place of business and mailing address of the office of the Partnership is as follows:

307 Morningside Drive
Lakeland, FL 33803

III. NAME AND ADDRESS OF REGISTERED AGENT

The name and address of the Registered Agent for the Partnership is as follows:

Robert G. Waters
307 Morningside Drive
Lakeland, FL 33803

IV. NAME AND BUSINESS ADDRESS OF GENERAL PARTNER

The Partnership has one General Partner whose name and address is as follows:

RGW Management, Inc.
307 Morningside Drive
Lakeland, FL 33803

P62000024331

V. LATEST DATE OF DISSOLUTION

The latest date upon which the Partnership is to be dissolved is December 31, 2085.

This Certificate of Limited Partnership is signed by the General Partner on this 4th day of March, 2002, and is made under penalties of perjury.

RGW MANAGEMENT, INC.

General Partner

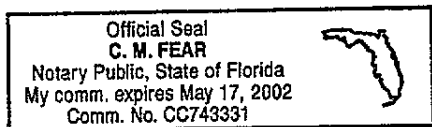
By: Robert G. Waters

Robert G. Waters, President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 4th day of March, 2002, by Robert G. Waters as President of RGW Management, Inc., a Florida corporation, the General Partner of RGW Properties Limited, a Florida limited partnership, on behalf of such partnership, who is personally known to me or who produced a Florida driver's license as identification.

(AFFIX NOTARY SEAL)



C. M. FEAR
NOTARY PUBLIC, State at Large
C. M. FEAR
(Type or print name of Notary)
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned Registered Agent hereby accepts the designation as Registered Agent for RGW Properties Limited, and agrees to serve as such Registered Agent in accordance with the provisions of Chapter 620 of the Florida Statutes.

Robert G. Waters
ROBERT G. WATERS

FILED
02 MAR -5 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF POLK**

FILED
02 MAR -5 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being first duly sworn according to law, deposes and says:

1. This Affidavit is given pursuant to Section 620.108 of the Florida Statutes.
2. The undersigned is the General Partner of RGW Properties Limited, a Florida limited partnership (the "Partnership").
3. The initial capital contributions of the limited partners of the Partnership as specified in the Limited Partnership Agreement is \$265,000.00.
4. Additional capital contributions by the limited partners are anticipated not to exceed \$235,000.00.

Signed by the General Partner of the Partnership this 4th day of March, 2002.

RGW MANAGEMENT, INC., a Florida corporation

By: Robert G. Waters
Robert G. Waters, President

STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING INSTRUMENT was acknowledged before me this 4th day of March, 2002, by Robert G. Waters as President of RGW Management, Inc., a Florida corporation, on behalf of such corporation, who is personally known to me or who has produced a Florida driver's license as identification.

(Affix Notary Seal)

C. M. Fear
NOTARY PUBLIC, State at Large

C. M. FEAR
(Type or Print Name of Notary)
My Commission Expires:

