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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 13 2003

LAW OFFICES

CONE & YONG, P.A.

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FRED M. CONE, JR.
FRANK J. YONG

May 1, 2003

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Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

Re: Arky Rogers, Inc. - Circle R. Ranch Limited Partnership

Dear Sir or Madam:

Enclosed for filing in connection with the referenced matters are the following documents:

1. Articles of Incorporation for Arky Rogers, Inc.;
2. Certificate Designating Registered Agent for Arky Rogers, Inc;
3. Certificate of Limited Partnership and Affidavit of Capital Contribution for Circle R. Ranch Limited Partnership; and
4. Certificate Designating Registered Office and Registered Agent for Circle R. Ranch Limited Partnership.

Also enclosed is this firm's check in the amount of \$1,855 in payment of the filing fees for these documents.

PLEASE SEE THAT THE ARTICLES OF INCORPORATION ARE FILED FIRST AS THIS CORPORATION WILL SERVE AS GENERAL PARTNER FOR THE LIMITED PARTNERSHIP.

Thank you for your prompt attention to this matter. Please do not hesitate to contact this office should you have questions regarding this matter.

Very truly yours,

Kathleen M. Smith
Kathleen M. Smith, CLAS
Certified Legal Assistant

Enclosures

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

CIRCLE R RANCH LIMITED PARTNERSHIP

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TALLAHASSEE, FLORIDA

The undersigned general partner files this Certificate of Limited Partnership of Circle R Ranch Limited Partnership with the Florida Secretary 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 Circle R Ranch Limited Partnership.

.2. Principal Place of Business And Mailing Address of The Office at Which The Records Required to Be Maintained by The Partnership Under The Act Are Kept Is: Route 28, Box 475, Lake City, FL 32025.

.3. Registered Agent of The Limited Partnership Will Be: Everett W. Rogers

.4. Name And Address of The General Partner of The Partnership Are as Follows:

NAME

ADDRESS

Arky Rogers, Inc.

#P03000052343

Route 28, Box 475

Lake City, FL 32025

.5. The Effective Date of This Limited Partnership Shall be: When this Certificate is filed with the Secretary of State.

.6. The Latest Date Upon Which The Limited Partnership Is to Be Dissolved And Its Affairs Wound up Will Be: December 31, 2052

.7. Contributions And Anticipated Contributions of Limited Partners: The limited partners will make initial capital contributions for their partnership interest of \$8,000,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$7,000,000. The total amount anticipated to be contributed by the limited partners is \$15,000,000.

.8. Affirmation. Each general partner hereby acknowledges that pursuant to the Act:

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

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

.8.3 If, after the execution of this certificate a 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 as of this 15th day of May, 2003.

ARKY ROGERS, INC.

By: Everett W. Rogers
Everett W. Rogers, President
General Partner

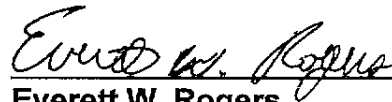
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

Circle R Ranch Limited Partnership, desiring to organize or qualify under the laws of the State of Florida hereby designates Everett W. Rogers its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Route 28, Box 475, Lake City, FL 32025.

DATED this 1st day of May, 2003.

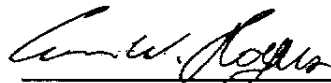


Everett W. Rogers
President of Arky Rogers, Inc.
General Partner

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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 1st day of May, 2003.



Everett W. Rogers, Resident Agent