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MALLORY GAYLE HOLM, P.A.

4315 Pablo Oaks Court
Jacksonville, Florida 32224
Phone: 904.482.1144 Facsimile: 904.482.1145
Cell: 904.710.1358
mgholm@attbi.com

June 6, 2003

VIA FEDERAL EXPRESS

Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Certificate of Limited Partnership; Edgewater at Sunbeam, Ltd.

Ladies and Gentlemen:

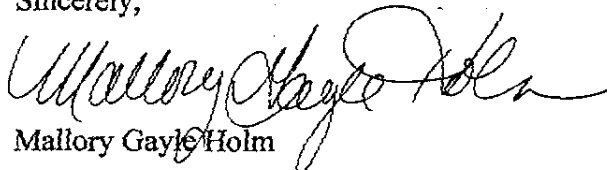
Enclosed for immediate filing is the Certificate of Limited Partnership for Edgewater at Sunbeam, Ltd., a Florida limited partnership, together with one extra photocopy thereof. Also enclosed is a check in the amount of \$1,846.25 to cover the cost of the following:

Filing fee	\$1,750 (\$7 per \$1,000 of anticipated capital contributions of limited partners, up to a maximum of \$1,750);
Designation of Registered Agent	\$35
Certificate of status	\$8.75
Certified copy of Certificate Of Limited Partnership	\$52.50.

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Please forward the certified copy and the certificate of status to me as attorney and registered agent in Florida for the limited partnership, at the above address. If you have any questions, please call me.

Sincerely,


Mallory Gayle Holm

CERTIFICATE OF LIMITED PARTNERSHIP OF
EDGEWATER AT SUNBEAM, LTD.
A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

1. The name of the Limited Partnership is Edgewater at Sunbeam, Ltd. (the "Partnership").

2. The business address of the Partnership is 4502 Sunbeam Road, Jacksonville, FL 32257.

3. The name and address of the agent for service of process on the Partnership is Mallory Gayle Holm, P.A., 4315 Pablo Oaks Court, Jacksonville, FL 32224.

4. The name and address of the sole General Partner is Jaxson Brown, Inc., a Georgia corporation, located at 2575 Westside Parkway, Suite 100, Alpharetta, GA 30004.

5. The mailing address of the Partnership is 2575 Westside Parkway, Suite 100, Alpharetta, GA 30004.

6. The latest date upon which the Partnership shall dissolve is June 30, 2024.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of Edgewater at Sunbeam, Ltd. this 16th day of June, 2003.

JAXSON BROWN, INC.,
as sole General Partner

By: 

Name:

Title:

SECRETARY

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Edgewater at Sunbeam, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned hereby agrees to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MALLORY GAYLE HOLM, P.A.

By: 
Name: Mallory Gayle Holm, P.A.
Title: President

Date: June 6, 2003

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole General Partner of Edgewater at Sunbeam, Ltd., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$0.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$2,500,000.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Signed this 16th day of June, 2003

JAXSON BROWN, INC.,
as sole General Partner

By: [Signature]
Name:
Title: SECRETARY

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