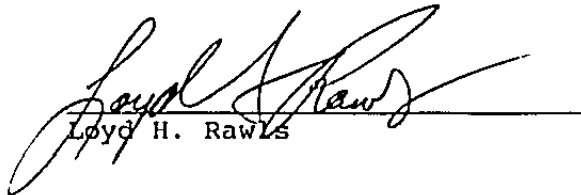


CERTIFICATE OF LIMITED PARTNERSHIP OF
THE RAWLS BENEFIT GROUP, LTD., A FLORIDA LIMITED PARTNERSHIP

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, heroby state the following:

1. The name of the Partnership is THE RAWLS BENEFIT GROUP, LTD.
2. The address of the Partnership is 455 S. Orange Avenue, Suite 700, Orlando, Florida 32801.
3. The name and address for service of process on the Partnership are Loyd H. Rawls, 455 S. Orange Avenue, Suite 700, Orlando, Florida 32801.
4. The name and business address of the general partner are as follows:
Loyd H. Rawls, 455 S. Orange Avenue, Suite 700, Orlando, FL 32801.
5. The mailing address of the Partnership is 455 S. Orange Avenue, Suite 700, Orlando, FL 32801.
6. The latest date upon which the partnership shall dissolve is January 25, 2030.

General Partner:


Loyd H. Rawls

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS

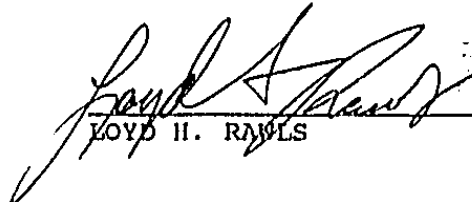
LOYD H. RAWLS, the General Partner of The Rawls Benefit Group, Ltd., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partner is:

<u>Limited Partner</u>	<u>Capital Contribution</u>
Patricia L. Rawls	\$450.00

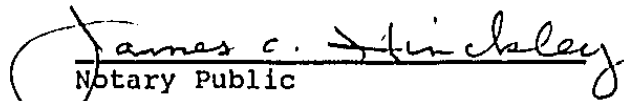
2. The total amount anticipated to be contributed by the Limited Partner is \$450.00.

STATE OF FLORIDA
COUNTY OF ORANGE


LOYD H. RAWLS

FILED
1995 FEB -2 AM 11:01

Sworn to before me this 31 day of January, 1995, by Loyd H. Rawls, who is personally known to me.

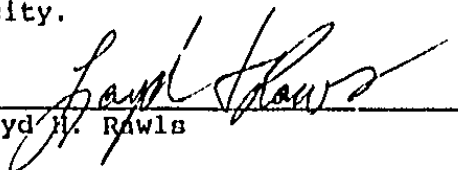

Notary Public



OFFICIAL SEAL
JAMES C. HINCKLEY
My Commission Expires
May 15, 1996
Comm. No. CC 196101

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

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



Lloyd H. Rawls

FILED
1965 FEB -2 11 11:01
FBI

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Capital & Elections
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC -4 PM 3:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000196

THE RAWLS BENEFIT GROUP, LTD.

96-AR

CM

Mailing Address

455 S. ORANGE AVENUE, SUITE 700
ORLANDO FL 32801

Post-Office Address

455 S. ORANGE AVENUE, SUITE 700
ORLANDO FL 32801

If above addresses are incorrect in any way, file through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA 02/02/1995

3a. Date of Last Report

4. State or County of Formation
FL

5a. Capital Contributions as Shown
on Record \$450.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number
59-3298419

7. CERTIFICATE OF STATUS REQUIRED
Applied Fee Not Applicable \$0.75 Additional Fee required
for a Certificate of Status

8. FEES: 1.) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2.) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$52.50 (\$52.50 + \$138.75) AND NO MORE THAN \$437.50 (\$437.50 + \$138.75).
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAK! CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

RAWLS, LOYD H
455 S. ORANGE AVENUE, SUITE 700
ORLANDO FL 32801

10. If changed, new Filing Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/
Document Number

RAWLS, LOYD H

455 S. ORANGE AVENUE,

ORLANDO FL 32801

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability if non-compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I, the undersigned, am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE

Lloyd H. Rawls

DATE

11/28/95

Typed or Printed Name of General Partner or Signing Firm

Lloyd H. Rawls

Telephone Number

407-839-3075

CR2E003 (6/95)