

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PROGRESSIVE PUBLISHING, LTD.
a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

- (a) Name of the Limited Partnership:

Progressive Publishing, Ltd.

The address of the limited partnership:

% J. Bob Humphries, Esquire
Fowler, White, Gillen, Boggs,
Villareal and Banker, P.A.
501 East Kennedy Boulevard
Tampa, Florida 33602

- (b) The name and address of the agent for service of process:

J. Bob Humphries, Esquire
Fowler, White, Gillen, Boggs,
Villareal and Banker, P.A.
501 East Kennedy Boulevard
Suite 1700
Tampa, Florida 33602

- (c) The name and business address of each general partner:

Progressive Publishing, Inc.

Address:

%John Craddock
Feather Sound Corporate Center II, Suite 300
13577 Feather Sound Drive
Clearwater Florida 34622

- (d) The mailing address for the limited partnership:

c/o J. Bob Humphries, Esquire
Fowler, White, Gillen, Boggs,
Villareal and Banker, P.A.
501 East Kennedy Boulevard
Suite 1700
Tampa, Florida 33602

- (e) The latest date upon which the limited partnership is to dissolve:

midnight, December 31, 2045

- (f) The effective date of this Certificate of Limited Partnership shall be the date of filing with the Secretary of State of the State of Florida.
- (g) A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be effective if executed in the Partnership name solely by a general partner.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalty of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by J. Bob Humphries, the Assistant Secretary of Progressive Publishing, Ltd., the sole general partner of Progressive Publishing, Ltd., on this 3rd day of March, 1995.

General Partner:
Progressive Publishing, Inc.

By: _____

J. Bob Humphries, Assistant Secretary

95 MAR - 5 PM 10: 06

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Progressive Publishing, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, J. Bob Humphries, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

J. Bob Humphries

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Subscribed and sworn to before me this 3rd day of March, 1995, by J. Bob Humphries, who is personally known to me and who is the Assistant Secretary of Progressive Publishing, Inc. the general partner of Progressive Publishing, Ltd., a Florida Limited Partnership on behalf of the Partnership and as Registered Agent.

SEAL:



SIGRID ERWIN
My Commission CC267182
Expires Mar 16, 1997
Agents Notary Brokerage
800-852-5876

Sigrid Erwin
(Signature of person taking acknowledgement)

(Name typed, printed or stamped)

Notary Public
(Notary Public) or (Military Officer's Rank)

Not applicable
Serial Number if Military Officer

JBH/docs/2058

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
of
PROGRESSIVE PUBLISHING, LTD.

BEFORE ME, the undersigned personally appeared J. Bob Humphries, the Assistant Secretary of Progressive Publishing, Inc. as general partner of Progressive Publishing, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, testified as follows:

1. The amount of capital contributions to the Partnership made by each limited partner are as follows:

	Amount	Partnership Interest
Commercial South, Inc.	\$50.00	50.00%
John M. Craddock	\$49.00	49.00%
TOTALS:	\$99.00	99.00%

2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

Commercial South, Inc.	-0-	-0-
John M. Craddock	-0-	-0-
TOTAL:	-0-	

FURTHER AFFIANT SAYETH NAUGHT.

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.

GENERAL PARTNER:
PROGRESSIVE PUBLISHING, INC.

By:

J. Bob Humphries, Assistant Secretary

Subscribed and sworn to before me this 3rd day of March, 1995, by J. Bob Humphries, who is personally known to me, and who is the Assistant Secretary of Progressive Publishing, Inc., the general partner of Progressive Publishing, Ltd.



SIGRID ERWIN
My Commission CC267182
Expires Mar 16, 1997
Agents Notary Brokerage
800-852-5878

SEAL:
Sigrid Erwin
(Signature of person taking acknowledgement)

Sigrid Erwin
(Name typed, printed or stamped)
Notary Public
(Notary Public) or (Military Officer's Rank)

Not applicable
Serial Number if Military Officer

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

LIMITED PARTNER
AFFIDAVIT
1995

A95000000303

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 21 AM 11:22

In. DOCUMENT #
A95000000303

PROGRESSIVE PUBLISHING, LTD.

C/O J. BOB HUMPHRIES, ESQ
501 EAST KENNEDY BLVD., SUITE 1700
TAMPA FL 33602

C/O J. BOB HUMPHRIES, ESQ
501 EAST KENNEDY BLVD., SUITE 1700
TAMPA FL 33602

3. Filing Date
03/08/1995

3a. State of Incorporation
FL

4. Filing Office
FL

5a. Capital Paid in Advance
\$99.00

5b. Amount of Capital Paid in Advance
99.00

6. Telephone Number
59-3303578

7. Filing Fee
FL

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a. and 5b. with a maximum filing fee of \$437.50.
2) Supplemental Fee: \$100.75 (prescribed by section 607.19(1), F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$48.75) AND NO MORE THAN \$538.25 (\$437.50 + \$100.75).
Note: If the amount entered in 5a is greater than amount entered in 5b, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

HUMPHRIES, J. BOB ESQUIRE
C/O FOWLER, WHITE, ET AL
501 EAST KENNEDY BLVD., SUITE 1700
TAMPA FL 33602

10. Filing Office
FL

10a. The amount of the proceeds of this offering shall be used for the purposes of the business of the partnership and shall not be used for the payment of the personal debts of any partner. The amount of the proceeds of this offering shall be used for the purposes of the business of the partnership and shall not be used for the payment of the personal debts of any partner.

SIGNATURE (Registered Agent Accepting Appointment)

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

11. Name of General Partner
PROGRESSIVE PUBLISHING, INC.

11a. Address of General Partner
(Do NOT use Post Office Box)
C/O 13577 FEATHER SOU

11b. City, State & Zip
CLEARWATER FL 34622

11c. Filing Office
P94000033878

52.50
138.75
191.25

12/21/95

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

12. I, hereby certify that the information furnished on this form is true and correct to the best of my knowledge and belief, and that I am a partner in the partnership named herein, and that the partnership is a general partnership, limited partnership, or other business entity, as stated on this form.

PROGRESSIVE PUBLISHING, INC., general partner

SIGNATURE

BY: J. Bob Humphries, Assistant Secretary

12/19/95
(813) 222-1173