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**BAKER
&
HOSTETLER**
COUNSELLORS AT LAW

000440

200 SOUTH ORANGE AVENUE • SUNBANK CENTER, SUITE 2300 • P.O. BOX 112 • ORLANDO, FLORIDA 32802-0112 • (407) 849-4000
FAX (407) 841-0100
WRITERS DIRECT DIAL NUMBER (407) 649-4063

March 7, 1995

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

100001425541
03/09/95--01006--000
****\$87.50 ****\$87.50

Re: Mahone Development II, Ltd., a Florida Limited Partnership; and
Mahone Development III, Ltd., a Florida Limited Partnership

Dear Sir/Madam:

Enclosed please find the originals and copies of the executed Certificates of Limited Partnership and Affidavits of Capital Contributions for each of the above-referenced partnerships to be filed.

Also enclosed are two (2) checks in the amount of \$87.50 each to cover your filing fees and registered agent designations for each limited partnership.

Please return to us date stamped copies as confirmation of filing for our files.

If you have any questions regarding the filings, please feel free to contact me.

Name	3/15/95
Availability	dee
Document Examiner	
Updater	
Enclosures	
Updater	
Verifier	cc: Frank S. Ioppolo, Jr. (w/o encs.)
Acknowledgement	DCC
	24190/94007/Attdpart.fil
Printer	DCC

Very truly yours,

Robin K. Graham
Robin K. Graham
Legal Assistant

A95000000440

TC
\$100.00

W95000005793

CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAHONE DEVELOPMENT III, LTD.
A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is MAHONE DEVELOPMENT III, LTD., a Florida limited partnership.

2. The address of the office of the limited partnership is c/o MAHONE DEVELOPMENT II, L.C., 210 First Street, S.W., Suite 240, Roanoke, VA 24011 and P.O. Box 8187, Roanoke, VA 24014.

3. The name and address of the agent for service of process on the limited partnership is A.G.C. CO., 200 South Orange Avenue, 2300 Sun Bank Center, Orlando, Florida 32801.

4. The names and business addresses of the General Partners are:

Mahone Development III, L.C.

210 First Street, S.W.
Suite 240
Roanoke, VA 24011

5. The mailing address of the limited partnership is c/o MAHONE DEVELOPMENT III, L.C. 210 First Street, S.W., Suite 240, Roanoke, VA 24011 and P.O. Box 8187, Roanoke, VA 24014.

6. The latest date upon which the limited partnership shall dissolve is fifty (50) years from the date of approval of this Certificate.

7. See attached Affidavit of Limited Partner's Capital Contributions.

8. A conveyance or encumbrance of real property held in the limited partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the limited partnership name by Robert N. Bradley, as president of The Bradley Company, Managing Member of Mahone Development III, L.C., the General Partner of the Partnership.

The execution of the 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 by the General Partners this 27th day of February, 1995.

"General Partners"

MAHONE DEVELOPMENT III, L.C., a
Florida limited liability
company

By its Managing Member: The
Bradley Company, a Virginia
corporation

By:


Robert N. Bradley

As: President, The Bradley
Company

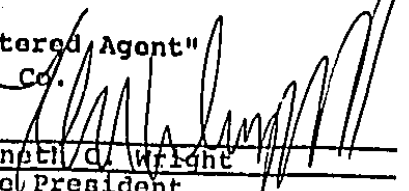
FILED
FEB 28 1995
2:50

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Mahone Development III, Ltd., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the limited partnership, hereby agree to accept service of process for said limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

"Registered Agent"
A.G.C. Co.

By:


Kenneth D. Wright
Vice President

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TALLAHASSEE
FLORIDA

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

Dated: February 27, 1995.

"General Partners"

MAHONE DEVELOPMENT III, L.C., a Florida limited liability company

By its Managing Member: The Bradley Company, a Virginia corporation

By: [Signature]
Robert N. Bradley

As: President, The Bradley Company

FILED

SWORN TO AND SUBSCRIBED before me this 27th day of February, 1995, by ROBERT N. BRADLEY as President of The Bradley Company, the Managing Member of MAHONE DEVELOPMENT III, L.C., who is personally known to me or has produced _____ as identification.

(NOTARY SEAL)

Cynthia E. Dix
(Notary Signature)

CYNTHIA E. DIX
(Notary Name Printed)

NOTARY PUBLIC
Commission No. _____

MY COMMISSION EXPIRES 7-31-95

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
Tallahassee, Florida
Secretary of State
DIVISION OF CORPORATIONS

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96 JAN -2 PM 7:33

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership
MAHONE DEVELOPMENT III, LTD.

1a. DOCUMENT #
A95000000440

Mailing Address
**P.O. BOX 8187
ROANOKE VA 24014**

Principal Office Address
**% MAHONE DEVELOPMENT II, L.C.
210 FIRST STREET, S.W., SUITE 240
ROANOKE VA 24011**

2. Filing Mailing Address, if Applicable

City, State & Zip
*******18187818
-01/12/96--01018--004**

2a. How Principal Office Address is to be Mailed
*****19125 ***19125**

If above addresses are incorrect, notify Dept. through the nearest corporation and enter correct address in Block 2 and/or 5a

3. Date Form or Registered to Do Business in
FLORIDA 03/15/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown on Record
\$100.00

5b. Amount of Capital Contributions in FLORIDA to date

6. FEI Number
59-3309545

7. CERTIFICATE OF STATUS REQUIRED
Applied For First Application **\$8.75 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 607.193, F.S.)
THE AMOUNT DUE SHALL BE NOT LESS THAN \$191.25 (\$52.50 + \$138.75) AND NOT MORE THAN \$476.25 (\$437.50 + \$138.75)
Note: If 5a 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.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
**A.G.C. CO.
200 SOUTH ORANGE AVENUE
2300 SUN BANK CENTER
ORLANDO FL 32801**

10. If changed, new Registered Agent/Office
Name
SALTER, FELDER + YENSER, DENISE NELSON
Street Address (P.O. Box Number is Not Acceptable)
703 N.E. 1ST ST
City, State & Zip Code
GAINESVILLE FL 32601

10a. Pursuant to the provisions of sections 620.1071 and 620.192 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 620.192 Florida Statute.
SIGNATURE (Reg. and Agent Accepting Appointment) *Denise Nelson* DATE **12/4/95**

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 (include street and mailing addresses)	11b. City, State & Zip Code	11c. Registry Document Number
MAHONE DEVELOPMENT III, L.C.	210 FIRST STREET, S.W	ROANOKE VA 24011	L95000000210

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

12. I, the undersigned, certify that the information supplied with this filing voluntarily furnished and does not qualify for the exemption status of Section 119.071(3)(a), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.071(3)(a) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this filing is true and accurate and that my signature shall have the same legal effect as if made in order. I further certify that I am a general partner of the limited partnership described or trustee empowered to execute this filing as provided by Chapter 620, Florida Statutes.

SIGNATURE *Robert N. Bradley* DATE **12/1/95**
Typed or Printed Name of General Partner Signing Form **ROBERT N. BRADLEY, PRESIDENT,** Telephone Number **540.345.3806**
THE BRADLEY Co

CR2E003 (6/95)