

ALLAN L. CASEY
DANIEL P. ROONEY

Law Offices
ALLAN L. CASEY
P.O. Box 7146
Winter Haven, Florida 33883 7146
813 294-4466
FAX 813 294-3947

395 Avenue C, N.W.
Winter Haven, Florida 33601

April 10, 1995

A95000000 610

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Country Creek, Ltd.

600001458806
-04/13/95--01051--024
+++1837.50 +++1837.50

Dear Sir or Madam:

Enclosed please find in connection with the above referenced limited partnership its Certificate of Limited Partnership, Affidavit of Capital Contribution and Designation and Acceptance of Registered Agent, to be filed with your office. Also, please find the firm's check in an amount of \$1,837.50, to be allocated as follows:

a. Filing fees -	\$1,750.00
b. Certified copy of Certificate - of Limited Partnership;	\$ 52.50
c. Registered Agent Designation -	\$ 35.00

Please return the certified copy of the Certificate of Limited Partnership to me at your earliest convenience. If you have any questions concerning any of this, please contact me.

Sincerely,

Daniel P. Rooney
Daniel P. Rooney, Esquire

4/14/95
cc - Country Creek, Ltd.

A95000000 610

TC
\$1,500,000.00

CERTIFICATE OF LIMITED PARTNERSHIP

of

COUNTRY CREEK, LTD.

We, the undersigned, desiring to form a partnership, pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.101 et seq. of the Florida Statutes, certify:

1. The name of the firm under which the partnership is to be conducted is COUNTRY CREEK, LTD.

2. The character of the business intended to be transacted by the partnership is as follows: transacting the business of land development, any business allowed by Chapter 620, Florida Statutes, and in any and all such other related business as may be agreed on by the General Partner.

3. The location of the principal place of business is to be at 3333 Dundee Road, Winter Haven, Florida 33884. The initial registered agent for service of process for the limited partnership is designated to be R.E. SAXON at 3333 Dundee Road, Winter Haven, Florida 33884.

4. (a) The name and place of residence of each general partner interested in the partnership is/are as follows:

<u>Name</u>	<u>Place of Residence</u>
P 33058 JOHNSON DEVELOPMENT CO., a Michigan corp., authorized to do business in the State of Florida	6829 72nd St. Newaygo, MI 49337

(b) The name and place of residence of each limited partner interest in the partnership is/are as follows:

<u>Name</u>	<u>Place of Residence</u>
ROBERT L. JOHNSTON TRUST	323 La Peninsula Naples, FL 33962

5. The partnership shall commence upon filing of this Certificate with the Secretary of State. The partnership shall exist for an indefinite term based on the conditions stated in the Limited Partnership Agreement but not to exceed 30 years.

6. The amount of cash and a description of, and the agreed value of, the other property contributed by each partner is as follows:

General Partner:

Johnson Development Co.: Cash - \$ 166,667

Limited Partner:

Robert L. Johnston Trust: Cash - \$ 83,333

7. The limited partners may make such additional contributions to the capital of the partnership as may from time to time decide with the consent of the general partner.

8. The time agreed on when the contribution of each limited partner is to be returned is as follows: No partner shall have the right to demand the return of all or any part of any contribution to capital until the partnership is dissolved and terminated.

9. The share of the profits or any other compensation by way of income which each limited partner shall receive by reason of his/her/its contribution is as follows: The Partners have the percentage interests in the profits and losses of the Partnership as set out in paragraph 6. hereto initially, and thereafter the percentage interests in profits and losses of the Partnership shall be based on the proportion of each Partner for the total Capital Account of the Partnership at year end.

10. The right of any partner to transfer his/her/its partnership interest is subject to a Buy-Sell provision of the Limited Partnership Agreement which is on record at the partnership's office. Further, any partner(s) interest in the limited partnership may be subject to the Buy-Sell provision upon the happening of specified events in that provision of the Limited Partnership Agreement.

11. The right of the partners to admit additional partners is as follows: upon consent of seventy-five percent (75%) in interest of the Partners, the Partnership may admit additional limited or general partners.

12. The right of a limited partner to demand and receive property other than cash in return for his or her contribution is as follows: No partner has the right to demand other than cash in return for his/her/its contribution.

13. The address of the office of the limited partnership is 3333 Dundee Road, Winter Haven, FL 33884. The agent for service of process is R.E. Saxon, whose address is 3333 Dundee Road, Winter Haven, FL 33884.

14. The name and business address of each general partner interested in the partnership are as follows:

Name
JOHNSON DEVELOPMENT CO.,
a Michigan corp.,
authorized to do business
in the State of Florida

Business Address
6829 72nd St.
Nowaygo, MI 49337

In witness, the undersigned have executed this certificate
this 30th day of March, 1995.

GENERAL PARTNER:
JOHNSON DEVELOPMENT CO.

By: [Signature]
RICHARD G. JOHNSON, President
Date: 3/30/95

LIMITED PARTNER:
ROBERT L. JOHNSTON TRUST

By: [Signature]
ROBERT L. JOHNSTON, Trustee
Date: 3/31/95

STATE OF MICHIGAN
COUNTY OF NEWAYGO

BEFORE ME, the undersigned authority, personally appeared
RICHARD G. JOHNSON, as president of Johnson Development Co., a
Michigan corporation authorized to do business in the State of
Florida, who is personally known to me (X) or who provided the
following identification (_____), and he/she
acknowledged that he/she subscribed the said instrument for the
uses and purposes set forth herein on behalf of the corporation.

Witness my hand and official seal in the County and State
last aforesaid this 30th day of March, 1995.

[Signature]
Name: Carol L. Graham
Notary Public Newaygo County, Michigan
Commission No. _____
My commission expires: 11-20-96

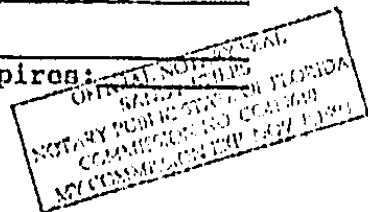
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared
ROBERT L. JOHNSTON, as trustee of the Robert L. Johnston Trust,

who is personally known to me () or who provided the following identification (FLA DRIVER'S LICENSE), and he/she acknowledged that he/she subscribed the said instrument for the uses and purposes set forth herein on behalf of the Trust.

Witness my hand and official seal in the County and State last aforesaid this 31st day of MARCH, 1998.

Sandy Stur
Name: GARY STUR
Notary Public
Commission No. _____
My commission expires: _____



AFFIDAVIT OF CAPITAL CONTRIBUTION

The undersigned constituting all of the general partners of COUNTRY CREEK, LTD., a Florida Limited Partnership, certify:

1. The amount of capital contributions to date of the limited partners is:

Limited Partner:

Robert L. Johnston Trust: Cash - \$ 83,333

2. The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$ 1,500,000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:
JOHNSON DEVELOPMENT CO.

By: Richard G. Johnson
RICHARD G. JOHNSON, President
Date: 3/30/95

STATE OF MICHIGAN
COUNTY OF NEWAYGO

BEFORE ME, the undersigned authority, personally appeared RICHARD G. JOHNSON, as president of Johnson Development Co., a Michigan corporation authorized to do business in the State of Florida, who is personally known to me (X) or who provided the following identification (_____), and he/she acknowledged that he/she subscribed the said instrument for the uses and purposes set forth herein on behalf of the corporation.

Witness my hand and official seal in the County and State last aforesaid this 30th day of March, 1995.

Carol L. Graham
Name: Carol L. Graham
Notary Public Newaygo County, Michigan
Commission No. _____
My commission expires: 11-20-96

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 620 and Section 48.061, Florida
Statutes, the following is submitted, in compliance with the Act:

FIRST -- That COUNTRY CREEK, LTD., desiring to organize
under the laws of the State of Florida, with its principal
office, as indicated in the Certificate of Limited Partnership,
in the City of Winter Haven, State of Florida, has named R.E.
SAXON as its registered agent to accept service of Process within
this State.

SECOND -- That COUNTRY CREEK, LTD.'s registered agent shall
maintain his office for service of process within this state at
the following street address:

3333 Dundee Road
Winter Haven, FL 33884

in the County of Polk, State of Florida.

Having been named as Registered Agent for the above stated
Limited Partnership, at the place designated in this certificate,
I hereby agree to act in this capacity, I acknowledge that I am
familiar with and accept the obligations provided by Florida
Statute §§ 620.105, 620.1051 and 620.106 (1993) and I further
agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


R. E. SAXON

Date:

3-30-95

CA2E003 (6/95)