

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100, Raleigh, NC 27601, (919) 733-1111

Mailing Address: Post Office Box 149, Raleigh, NC 27602, (919) 733-1111

TOLL FREE 1-800-342-7766

FAX (919) 733-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

10-11-95 (6/28/95)
FILING 1750.00
2. AGENT FEE 35.00
2. COPY 105.00
TOTAL 1990.00
% BANK _____
BALANCE DUE _____
REFUND _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY R. J. [Signature]

WALK-IN Will Pick Up 6/28/95 12pm

of _____
RE _____
JUN 1995

DIVISION OF CORPORATION, C. FEE. DISBURSED

Capital Express™
Art. of Inc. File
Corp. Record Search
Ltd. Partnership File
Foreign Corp. File
☒ () Cert. Copy(s) two Copies
Art. of Amend. File
Dissolution/Withdrawal
☒ C U S. G.S. two Copies
Fictitious Name File
Name Reservation
Annual Report/Reinstatement
Reg. Agent Service 200001528722
Document Filing -07/03/95--01001--001
***1846.25 ***1846.25
Corporate Kit
Vehicle Search
Driving Record
Document Retrieval
UCC 1 or 3 File 200001528722
UCC 11 Search -07/03/95--01001--002
UCC 11 Retrieval *****61.25 *****61.25
File No.'s _____ Copies _____
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs. _____

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP

This Certificate of Limited Partnership of RFR AMERILIFE, LTD., a Florida limited partnership, is made by ROBERT M. REED II ("General Partner"); and ROBERT M. FREEMAN ("Limited Partner"); the General Partner and the Limited Partner being sometimes hereinafter collectively referred to as the "Partners".

WHEREAS, General Partner and the Limited Partner intend to execute a Limited Partnership Agreement (the "Limited Partnership Agreement") in furtherance of their desire to form a Florida limited partnership to be known as RFR AMERILIFE, LTD. (the "Partnership"); and

WHEREAS, General Partner desires to form the Partnership by executing this Certificate of Limited Partnership in duplicate and filing an original hereof with the Department of State of the State of Florida;

NOW, THEREFORE, the undersigned hereby certifies that:


1. Name. The name of the Partnership is RFR AMERILIFE, LTD.
2. Office. The address of the Partnership's office is 26750 US Highway 19 North, Suite 350, Clearwater, FL 34621.
3. Statutory Agent. The name and address of the agent of the Partnership for service of process required to be maintained by Section 620.105 of the Florida Statutes is Leo J. Salvatori, 4501 North Tamiami Trail, Suite 300, Naples, Florida 33940.
4. General Partner. The name and business address of the sole General Partner of the Partnership is Robert M. Reed II, 26750 US Highway 19 North, Suite 350, Clearwater, FL 34621.
5. Mailing Address. The mailing address for the Partnership is 26750 US Highway 19 North, Suite 350, Clearwater, FL 34621.

FILED
STATE
RECORDS
DIVISION
JUN 28 PM 12:07
105

6. Dissolution. The latest date upon which the Partnership is to be terminated and dissolved is the 30th day of December, 2045.

IN WITNESS WHEREOF, the necessary party hereto has executed this Certificate as of the day and year first above writton, and has sworn to the above Certificate.

GENERAL PARTNER:

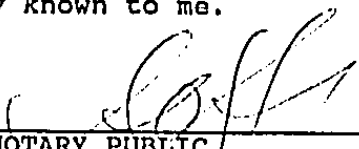

Robert M. Reed II

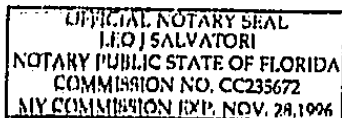
STATE OF FLORIDA

COUNTY OF Brevard

The foregoing instrument was sworn to and acknowledged and sworn to before me this 9th day of March, 1995, by Robert M. Reed II, who is personally known to me.

My Commission Expires:


NOTARY PUBLIC (SEA)
(Print name below)
Leo J. Salvatori
Notary Public
Serial # (if any) _____



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned is familiar with and accepts the obligations of said appointment, and agrees to comply with the provisions of Florida Statutes relative to keeping open said office.

Date: June 1, 1995

Leo J. Salvatori

FILED
STATE OF FLORIDA
CLERK OF THE SUPREME COURT
JUN 28 PM 12:07

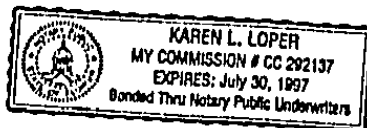
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 1st day of June, 1995, by Leo J. Salvatori, who is personally known to me.

My Commission Expires:

Karen L. Loper
NOTARY PUBLIC (SEAL)
(Print name below)

Notary Public
Serial # (if any) _____



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF COLLIER

Robert M. Reed II, being sworn, upon his oath deposes and says:

1. ROBERT M. REED II, is the solo General Partner of RFR AMERILIFE, LTD., a Florida limited partnership, according to that certain Limited Partnership Agreement by and between ROBERT M. REED II and the Limited Partner.
2. This affidavit is being made in accordance with Section 620.108(1) of the Florida Statutes.
3. Pursuant to the Limited Partnership Agreement, the Limited Partner has agreed to make a capital contribution of \$ 1,843,000 .00 to the partnership.
4. Pursuant to the Limited Partnership Agreement, the General Partner has agreed to make a capital contribution of \$ 57,000 .00 the partnership.
5. The total amount of capital contributions anticipated to be contributed by the Limited Partner is \$ 1,843,000 .00.
6. The total amount of capital contributions anticipated to be contributed by the General Partner is \$ 57,000 .00.


ROBERT M. REED II

GEORGIA
STATE OF ~~FLORIDA~~
COUNTY OF DEKALB

The foregoing instrument was sworn to and acknowledged before me this 02 day of June, 1995, by Robert M. Reed II, who is personally known to me.


BESS B. NEWTON

NOTARY PUBLIC (SEAL)
(Print name below)

Notary Public, DeKalb County, Georgia
My Commission Expires March 8, 1999
Notary Public
Serial # (if any) _____

My Commission Expires:

SECRET
EXCLUDED FROM AUTOMATIC
DOWNGRADING AND
DECLASSIFICATION
35 JUN 28 PM 12:07

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
Secretary of State
DIVISION OF CORPORATIONS

1. Name of Partnership

1a. DOCUMENT #
A95000000971

RFR AMERILIFE, LTD

Main Office Address

P.O. Box 4910
Clearwater, FL 34618

Principal Office Address

26750 U.S. Hwy. 19N.,
Suite 350
Clearwater, FL 34621

Business address, including city and state, for each principal office, and enter correct address in Block 2, section 2a.

3. Date of Last Report
FLORIDA
6/28/1995

3a. Date of Last Report

4. State or County of Formation
FL

5a. Capital Contributions as shown
on Record
1,657,185.25

5b. Amount of Capital Contributions as
shown on Record
FLORIDA

6. Filing Fee
59-3318178

Approved Fee
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
OR 15 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 NO LESS THAN \$138.75 (\$138.75 + \$138.75) AND NO MORE THAN \$576.25 (\$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.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

SALVATORI, LEO J
4501 NORTH TAMiami TRAIL, SUITE 300
NAPLES, FL 33940

10. If changed, new Registered Agent Office

Name
Street Address (P.O. Box Number is Not Acceptable)
State, 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
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

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

REED, ROBERT M II

26750 US Hwy. 19 North
Suite 350

Clearwater, FL 34621

800001677888
-01/04/96--01021--007
***576.25 ***576.25

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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(1)(b), Florida Statutes. I understand the disclosure of this information is for the purpose of public access. I further certify that the information is true and correct and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership herein reported on and that this report is required by Chapter 620, Florida Statutes.

SIGNATURE

DATE

12/14/95

Typed or Printed Name of General Partner Signing Form

Typed Name of Partner

CR2E003 (6/95)