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JACK B. CAREY
DANCY H. CLARKE
WILLIAM P. DAVENPORT, JR.
KENNETH D. DEACON, III
CAROL K. OKLAND
JOHN C. DEW
JOHN A. GRANT, JR.
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KATHLEEN T. HERRINGER
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WESTBROOK CENTER
1715 NORTH WESTBROOK BOULEVARD
SUITE 750
TAMPA, FLORIDA 33607-3926
TELEPHONE (813) 287-0550
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150 SECOND AVENUE NORTH, SUITE 1800
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SOUTH PASADENA, FLORIDA 33707-2894
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705 CORTAJO DRIVE
BUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-3396
FAX (813) 633-3397

PLEASE REPLY TO:

Tampa Office
January 26, 1996

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Domestic Filing Section
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Palms Center Limited

Gentlemen:

Enclosed are the original and one copy of the Limited Partnership Agreement for Palms Center Limited, together with a check in the amount of \$1,837.50 to cover the following costs for this partnership:

Item	Amount
Filing Fees (based on capital contribution of \$476,607.18)	\$1,750.00
Certificate of Registered Agent	35.00
Certified Copy of Certificate	52.50
Total	\$1,837.50

Upon acceptance of the Agreement and the filing thereof by your office, please provide me with certified copies of same.

A96-230

Name	FR-2/1
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

FJG/msc
enclosures
cc: John A. Grant, Jr.

Sincerely,

HARRIS, BARRETT, MANN & DEW

Frank J. Greco, Esquire

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***1837.50 ***1837.50

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95 JAN 30 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
PALMS CENTER, LIMITED,
a Florida limited partnership

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96 JAN 30 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

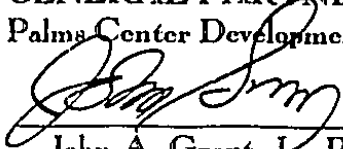
The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is Palms Center, Limited.
2. The address of the office of the Partnership is 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607.
3. The name and address of the agent for service of process in the Partnership is John A. Grant, Jr., President of Palms Center Development Company, 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607.
4. The name and business address of the sole general partner is 1715 North Westshore Boulevard, Suite 750, Tampa, Florida 33607, the name of the general partner is Palm Center Development Company. P95000071378
5. The mailing address of the Partnership is 1715 North Westshore Boulevard, Suite 750, Tampa, Florida 33607.
6. The latest date upon which the Partnership shall dissolve is December 31, 2020.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of Palms Center Limited, Ltd. this 26 day of January, 1996.

GENERAL PARTNER:
Palms Center Development Company


John A. Grant, Jr., President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared John A. Grant, Jr., President of Palms Center Development Company, the sole general partner of Palms Center, Limited (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Four Hundred Seventy Six Thousand Six Dollars (\$ 476,607.18). Hundred Seven and 18/100 Dollars

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.


By: 

John A. Grant, Jr., President

Date: 1-26-96

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments, in and for the State and County set forth above, personally appeared John A. Grant, Jr., who is personally known to me or who produced N/A as identification and did not take an oath, and acknowledged to me and before me that executed the foregoing Affidavit of Capital Contributions and this Affidavit as President of Palms Center Development Company, sole General Partner of Palms Center, Limited.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 26 day of January, 1996.



NOTARY PUBLIC
State of Florida
My Commission Expires
"OFFICIAL NOTARY SEAL"
FRANK J. GRECO
Notary Public, State of Florida
Commission No. CC267401
My Commission Expires 3/16/97
Bonded Through Fla. Notary Service & Bonding Co.
1-800-3-NOTARY

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Palma Center, Limited, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT



John A. Grant, Jr.

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TALLAHASSEE, FLORIDA