

1201 HAYS STREET
TALLAHASSEE, FL 32301

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A96000000389

96 FEB 27 PM 4:13

DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 28 AM 8:51



ACCOUNT NO. : 072100000032

REFERENCE : 062025 4301472

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 1487.50

ORDER DATE : February 27, 1996

ORDER TIME : 2:34 PM

ORDER NO. : 062025

CUSTOMER NO: 4301472

000001726000

CUSTOMER: Ms. Laurie Bergstrosser
BROAD AND CASSEL

Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 27 AM 8:57

DOMESTIC FILING

NAME: BABCOCK PROPERTIES, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

BK

2/28/96

Needs
the
27th
file
date

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BABCOCK PROPERTIES, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 FEB 27 PM 6:57

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole General Partner of BABCOCK PROPERTIES, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be BABCOCK PROPERTIES, LTD.

2. The address of the office where records shall be kept shall be 14750 Beach Boulevard, Number 33, Jacksonville Beach, Florida 32250. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The name and the business address of the General Partner is:

7940000-61144

DORSCHER PROPERTIES, INC., a Florida corporation
14750 Beach Boulevard
Number 33
Jacksonville Beach, Florida 32250

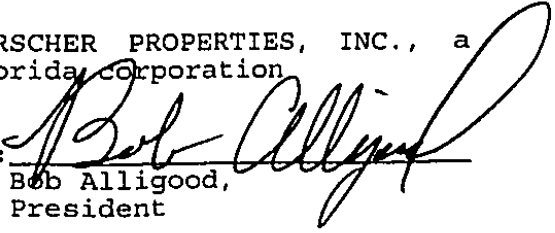
4. The mailing address of the limited partnership is 14750 Beach Boulevard, Number 33, Jacksonville Beach, Florida 32250.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2045.

6. This Agreement has been executed by the undersigned effective as of the 26 day of February, 1996.

GENERAL PARTNER:

DORSCHER PROPERTIES, INC., a
Florida corporation

By: 
Bob Alligood,
President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for BABCOCK PROPERTIES, LTD. the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC., a
Florida corporation

By: [Signature]
Randal M. Alligood, Vice
President

Dated this 26th day of February, 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 27 AM 8:57

AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

FILED STATE
SECRETARY OF CORPORATIONS
96 FEB 27 10:57 AM

The undersigned being the sole General Partner of BABCOCK PROPERTIES, LTD. and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of BABCOCK PROPERTIES, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$200,000.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

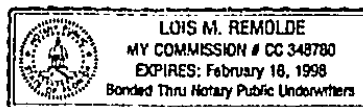
DORSCHER PROPERTIES, INC., a
Florida corporation

By: Bob Alligood
Bob Alligood,
President

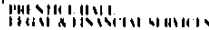
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26th day of FEBRUARY, 1996, by Bob Alligood, President of Dorscher Properties, Inc., a Florida corporation as sole General Partner of BABCOCK PROPERTIES, LTD., and who is personally known to me.

Lois M. Remolde
Notary Public
My Commission Expires:
Print, type or stamp name of
notary



000003



RECEIVED

96 APR 10 AM 11:45
VISIT

DIVISION OF INVESTIGATION
0721000000031

REFERENCE : 913428 4381472

AUTHORIZATION : Officia

COST LIMIT : \$ 52.50

ORDER DATE : April 10, 1996

ORDER TIME : 9:36 AM

ORDER NO. : 913428

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

400001 775454

DOMESTIC AMENDMENT FILING

NAME: BABCOCK PROPERTIES, LTD.

XX _____ ARTICLES OF AMENDMENT
_____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Roza:

EXAMINER'S INITIALS: _____

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
BABCOCK PROPERTIES, LTD.

Pursuant to the authority of Section 620.109 of the Florida Act (1986), the undersigned, constituting all of the general partners of Babcock Properties, Ltd., a Florida limited partnership (the "Partnership"), by filing this Amendment to Certificate of Limited Partnership, seek to amend the Certificate of Limited Partnership of the Partnership (the "Certificate") as follows:

1. The name of the Partnership is BABCOCK PROPERTIES, LTD.
2. The date of the filing of the original Certificate was February 27, 1996.
** See Below
3. Section 3 of the Certificate, concerning the name and address of General Partners, is hereby deleted in its entirety, and the following is substituted therefor:

"Name and business address of General Partners: The names and business addresses of the general partners of the partnership are as follows:

Dorscher Properties, Inc. p94000061144
13698 Bromley Point Drive
Jacksonville, FL 32225

Murdock Circle Development, Inc. p96000024776
2325 Ulmerton Road
Clearwater, Florida 34622"

The undersigned have hereunto set their hands and seals effective as of the 1st day of April, 1996.

GENERAL PARTNERS:

DORSCHER PROPERTIES, INC.,
a Florida corporation

By: Bob Alligood

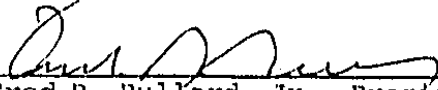
Bob Alligood, President

[SIGNATURES CONTINUED ON PAGE 2]

**Section 2 of the Certificate, concerning the address of the office where records shall be kept, shall be amended to read 13698 Bromley Point Drive, Jacksonville, Florida 32225. The remainder of Section 2 shall be unchanged.

MURDOCK CIRCLE DEVELOPMENT, INC.,
a Florida corporation

By:


Fred B. Bullard, Jr., President

FILED
95 APR 10 PM 4:37
TALLAHASSEE, FLORIDA