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JOHN D. MILTON, JR.
DANIEL B. NUNN, JR.
SCOTT B. SCHILDERING
DARYL L. WILKINSON

L. PETER JOHNSON (1942-1991)

March 1, 1996

Secretary of State
Division of Corporations
Attention: Limited Partnerships Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: McGehee Realty of Miami, Ltd.

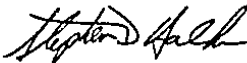
Gentlemen:

Please find enclosed the following original executed documents
pertaining to the above-referenced Limited Partnership for filing in
your office:

1. Certificate of Limited Partnership of McGehee Realty of Miami, Ltd.;
2. Affidavit of Capital Contributions;
3. Certificate of Acceptance of Designation of Registered Agent of McGehee Realty of Miami, Ltd.; and
4. Our check in the amount of \$1,837.50 for the filing, registered agent and certified copy fees.

Please return to my attention a certified copy of the above-listed documents. Thank you for your prompt attention to this matter.

Sincerely,


Stephen D. Halker

SDH:bjc
Enclosures

CM
FILING \$1,750
R. AGENT \$35.00
C. COPY \$52.50
TOTAL \$1,837.50
N. BANK _____
BALANCE DUE _____
REFUND _____

FILED
66 MAR -4 AM 11:51
TALLAHASSEE, FLORIDA

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-03/05/96--01052--001
***1837.50 ***1837.50

CERTIFICATE OF LIMITED PARTNERSHIP OF
McGEEHEE REALTY OF MIAMI, LTD.

The undersigned, in order to form a limited partnership (the "Partnership") in accordance with Sections 620.105, 620.108, and 620.114 of the Florida Statutes (1993), certifies the following:

1. The name of the Partnership is McGeehee Realty of Miami, Ltd.

2. The street address and mailing address of the principal place of business of the Partnership in the state of Florida is 3300 Phillips Highway, Jacksonville, Florida 32207.

3. The name and address of the initial registered agent of the Partnership in the State of Florida shall be F. Sutton McGeehee, Jr., 3300 Phillips Highway, Jacksonville, Florida 32207.

4. The name and address of the General Partner of the Partnership is as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------------------|--|
| 346991 Asbury Realty Company | 3300 Phillips Highway Jacksonville, Florida 32207 |

5. The term for which the Partnership is to exist as a limited partnership shall commence on the date of filing and shall continue until December 31, 2045, unless sooner dissolved in accordance with the Agreement of Limited Partnership of Miami, Ltd., or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned has executed this
Certificate of Limited Partnership this 1 day of March,
1996.

GENERAL PARTNER

ASBURY REALTY COMPANY

By: TR McGehee
Thomas R. McGehee
Its President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR -4 AM 11:51

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

Thomas R. McGehee, as President of Asbury Realty Company, being duly sworn, says that Asbury Realty Company, is the General Partner of McGehee Realty of Miami, Ltd. (the "Limited Partnership") and that the sum of Four Hundred Thousand Dollars (\$400,000.00) shall be contributed to the Limited Partnership by the limited partners of said Limited Partnership. It is anticipated that a total of Four Hundred Thousand Dollars (\$400,000.00) of capital will be contributed to the partnership.

GENERAL PARTNER:

ASBURY REALTY COMPANY

By:

Thomas R. McGehee

Thomas R. McGehee
Its President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1st day of March, 1996, by Thomas R. McGehee as President of Asbury Realty Company, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath.

Traude A. E. Bohrmann

Notary Public, State of Florida
Print: _____

My Commission Expires
Commission No. _____



OFFICIAL SEAL
Traude A. E. Bohrmann
My Commission Expires
Feb. 15, 1997
Comm. No. CC 254878

CERTIFICATE OF ACCEPTANCE OF
DESIGNATION OF REGISTERED AGENT OF
McGEHEE REALTY OF MIAMI, LTD.

FILED
96 MAR -4 PM 11:51
CLERK OF COURT
JACKSONVILLE, FLORIDA

Pursuant to Sections 620.105 and 620.192, Florida Statutes (1993), the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon McGehee Realty of Miami, Ltd., a Limited Partnership organized under the laws of the State of Florida, does hereby accept the appointment as Registered Agent for the above-named limited partnership, and does hereby agree to comply with any and all statutes relative to the proper performance of the duties of Registered Agent, including the maintenance of a Registered Office, which such Registered Office is located at 3300 Phillips Highway, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 1 day of March, 1996.


F. Sutton McGehee, Jr.
Registered Agent