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**PROSPECTUS
LEGAL & FINANCIAL SERVICES**

ACCOUNT NO. : 072100000032

REFERENCE : 927139 62210

AUTHORIZATION :

COST LIMIT \$ PREPAID

FILED
STAMP
DIVISION OF INVESTIGATION
95 APR 22 PM 3:38

ORDER DATE : April 22, 1996

ORDER TIME : 3:08 PM

ORDER NO. : 927139

CUSTOMER NO: 6221A

CUSTOMER: Gatha K. Milhorn, Legal Asst
ADEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

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DOMESTIC FILING

NAME: THE HAYS FAMILY PARTNERSHIP,
LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

C. TAX _____
 FILING _____ 847.21
 R. AGENT FEE _____ 35.00
 C. COPY _____ 52.50
 TOTAL _____ 934.71
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

3: PK
4/26/91

CERTIFICATE OF LIMITED PARTNERSHIP OF

THE HAYS FAMILY ASSOCIATES, LTD.

a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is THE HAYS FAMILY ASSOCIATES, LTD.
2. The address of the office of the Partnership is:
1845 Tulip Drive
Sarasota, Florida 34239
3. The name and address of the agent for service of process on the Partnership is as follow:
Michael Hays
1845 Tulip Drive
Sarasota, Florida 34239
4. The names and business addresses of the general partners are as follows:
Gale Eder
1845 Tulip Drive
Sarasota, Florida 34239
Michael Hays
1845 Tulip Drive
Sarasota, Florida 34239
5. The mailing address of the Partnership is:
1845 Tulip Drive
Sarasota, Florida 34239
6. The latest date upon which the Partnership shall dissolve is December 31, 2045, unless the term of the Partnership is further extended by a Majority in Interest of the Partners as defined in this Agreement.
7. The effective date of this Certificate of Limited Partnership shall be the effective date of the filing of the certificate of limited partnership with the Department of State.

FILED
SECRETARY OF STATE
JAN 22 1969
9:18 PM

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Gale Eder and Michael Hays, the general partners of THE HAYS FAMILY ASSOCIATES, LTD., a Florida Limited Partnership, this 15th day of April, 1996.

WITNESSES:

Alfred J. Kennedy
Maria C. Fellefusi

Alfred J. Kennedy
Maria C. Fellefusi

Gale Eder
Gale Eder, General Partner

Michael Hays
Michael Hays, General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 22 PM 3:39

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for
THE HAYS FAMILY ASSOCIATES, LTD., at the place designated in the
foregoing Certificate of Limited Partnership, I, Michael Hays,
heroby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties, and I accept the duties and
obligations of Section 620.192, Florida Statutes.

Date: _____

4/15/96

Michael Hays
Michael Hays,
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 22 PM 3:39

STATE OF FLORIDA
COUNTY OF SARASOTA

FILED
RECEIVED
CLERK OF DISTRICT COURT
JAN 22 1999
PM 3:39

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned Notary Public, personally appeared GALE EDER and MICHAEL HAYS, the general partners of THE HAYS FAMILY ASSOCIATES, LTD., a Florida limited partnership, hereinafter referred to as "Partnership," who, upon being duly sworn, certified as follows:

1. The amount of the capital contributions of the limited partners of the Partnership is \$121,030.00.
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is \$-0-.

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.

WITNESSES:

Rebecca Kennedy
Juanita H. Hays

Gale M. Eder
GALE EDER

"General Partner"

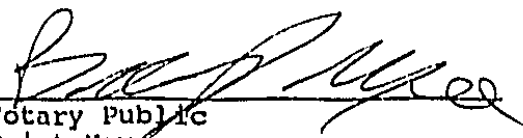
Rebecca Kennedy
Juanita H. Hays

Michael Hays
MICHAEL HAYS

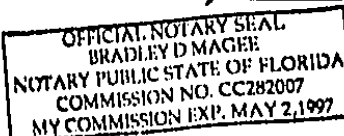
"General Partner"

(notary signatures appear on next page)


The foregoing instrument was acknowledged before me, this 15th day of April, 1996, GALE EDER, a General Partner of THE HAYS FAMILY ASSOCIATES, LTD., who is personally known to me or ~~who has produced~~ as identification and who did (did not) take an oath.


Notary Public
Print Name _____

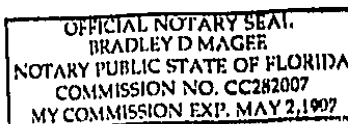
My Commission Expires:



The foregoing instrument was acknowledged before me, this 15th day of April, 1996, MICHAEL HAYS, a General Partner of THE HAYS FAMILY ASSOCIATES, LTD., who is personally known to me or ~~who has produced~~ as identification and who did (did not) take an oath.


Notary Public
Print Name _____

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 22 PM 3:39