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of Counsel:
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May 13, 1996

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-05/20/96--01078--001
****680.50 ****680.50

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

ATTN: Limited Partnership Filings

RE: GREAT EXPLORATION AND ACQUISITION LAND COMPANY LIMITED

Dear Sir:

Enclosed please find for filing the Certificate of Limited Partnership of the GREAT EXPLORATION AND ACQUISITION LAND COMPANY LIMITED.

Our check in the amount of \$680.50, which reflects \$645.50 filing fee and \$35.00 designation of agent fee, is enclosed.

Two (2) extra copies of the certificate are provided for you to process stamp and return to our offices. A stamped addressed envelope is provided for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,

James C. DeBoard
James C. DeBoard

/js

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE STATISTICS
MAY 20 PM 1:08

B/K

5/20/96

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
AND
CERTIFICATE OF LIMITED PARTNERSHIP

OF THE

GREAT EXPLORATION
AND
ACQUISITION LAND COMPANY LIMITED

A Florida Limited Partnership

The parties hereto do hereby certify that an Agreement was made, on the 1st day of MAY, 1996, at Longwood, Florida, by the following, herein called "Initial General Partner(s)":

DON R. DICKERSON, TRUSTEE
LORI R. DICKERSON, TRUSTEE

and by the following, hereinafter referred to as "Initial Limited Partner(s)":

DON R. DICKERSON, TRUSTEE
LORI R. DICKERSON, TRUSTEE

WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida State Limited Partnership Act.

1. Name: The name of this Limited Partnership is the: GREAT EXPLORATION AND ACQUISITION LAND COMPANY LIMITED.

2. Business: The general character of the Partnership business shall be to purchase, hold, and lease real estate, personal property (tangible and intangible) and to conduct a general business as thereto related.

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NOTARY PUBLIC
STATE OF FLORIDA

3. Principal Place of Business: The location of the principal place of business of the Partnership is: 1304 Sweetwater Club Blvd., Longwood, Florida 32779.

4. Registered Agent: The registered agent for service for this Limited Partnership is LORI R. DICKERSON, whose address is 1304 Sweetwater Club Blvd., Longwood, Florida 32779.

5. The Partners: The Initial General Partner and Initial Limited Partner of this Limited Partnership are as follows:

<u>GENERAL PARTNER(S)</u>	<u>ADDRESS</u>
DON R. DICKERSON, TRUSTEE	1304 Sweetwater Club Blvd. Longwood, Florida 32779
LORI R. DICKERSON, TRUSTEE	1304 Sweetwater Club Blvd. Longwood, Florida 32779

<u>LIMITED PARTNER(S)</u>	<u>ADDRESS</u>
DON R. DICKERSON, TRUSTEE	1304 Sweetwater Club Blvd. Longwood, Florida 32779
LORI R. DICKERSON, TRUSTEE	1304 Sweetwater Club Blvd. Longwood, Florida 32779

6. Term: The Partnership shall begin on the 1st day of MAY, 1996, and continue for thirty (30) years thereafter unless sooner dissolved by law or by agreement of the parties hereto.

7. Additional Contributions. No additional contribution of any of the Limited Partners has been agreed upon.

8. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership unless otherwise agreed or if provided by law.

9. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

10. Assignments. A Limited Partner shall have the right to sell his or her interest in the Partnership but only after such Limited Partner gives to the Partnership a 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. Additional Limited Partners. The General Partner(s) may admit additional Limited Partners.

12. Priority Among Limited Partners. There is no priority of one Limited Partner over another.

13. Continuance of Business. The Partnership shall continue for its term unless those Limited Partners entitled to vote or owning at least Fifty-One Percent (51%) of the capital of said Limited Partnership interests may elect to dissolve said Partnership with General Partner's consent.

14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

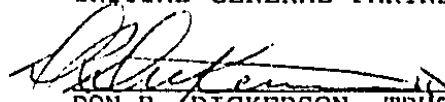

15. Amount of Cash and Agreed Value and Description of Other Property Contributed. The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A", attached hereto, with an agreed value of \$ 92,215.16.

<u>General Partner</u>	<u>Percentage Interest</u>	<u>Contribution</u>
DON R. DICKERSON, TRUSTEE	2-1/2%	\$ <u>2,500.00</u>
LORI R. DICKERSON, TRUSTEE	2-1/2%	\$ <u>2,500.00</u>

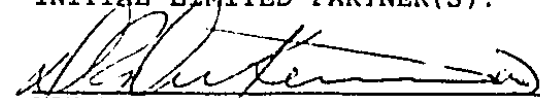

SECRET
NO DISSEMINATION
EXCEPT BY STATE
DEPARTMENT
05 MAY 20 PM 1:08

<u>Limited Partner(s)</u>	<u>Percentage Interest</u>	<u>Contribution</u>
DON R. DICKERSON, TRUSTEE	47-1/2%	\$ <u>43,607.58</u>
LORI R. DICKERSON, TRUSTEE	47-1/2%	\$ <u>43,607.58</u>

INITIAL GENERAL PARTNER(S):


DON R. DICKERSON, TRUSTEE

LORI R. DICKERSON, TRUSTEE

INITIAL LIMITED PARTNER(S):


DON R. DICKERSON, TRUSTEE

LORI R. DICKERSON, TRUSTEE

SCHEDULE "A"

Attached to the GREAT EXPLORATION AND ACQUISITION LAND
COMPANY LIMITED PARTNERSHIP, dated the 1st day of
MAY, 1996.

1. The contribution of the General Partner(s), DON R. DICKERSON, TRUSTEE, and LORI R. DICKERSON, TRUSTEE, remains at the original Five Percent (5%) (2-1/2% each) of the interest in properties as follows:

with an agreed value of: \$ 2,500.00
for each.

2. The Initial Limited Partners, DON R. DICKERSON, TRUSTEE, and LORI R. DICKERSON, TRUSTEE, are contributing Ninety-Five Percent (95%) (equally 47-1/2% each) of the interest in properties as follows:

with an agreed value of: \$ 43,607.58
for each interest.

GENERAL PARTNER(S):

Don R. Dickerson
DON R. DICKERSON, TRUSTEE

Lori R. Dickerson
LORI R. DICKERSON, TRUSTEE

LIMITED PARTNERS:

Don R. Dickerson
DON R. DICKERSON, TRUSTEE

Lori R. Dickerson
LORI R. DICKERSON, TRUSTEE

STATE OF FLORIDA)
) SS:
COUNTY OF SEMINOLE)

SEMINOLE COUNTY
CLERK OF COURTS
JUL 23 PM 1:08

On the 17th day of April, 1996, personally appeared, before me, a Notary Public in and for said County and State, THE GREAT EXPLORATION AND ACQUISITION LAND COMPANY, a Florida Partnership, by DON R. DICKERSON, a general partner, and LORI R. DICKERSON, a general partner, who each acknowledged that they executed the same on behalf of the Partnership as its authorized signers, and DON R. DICKERSON, TRUSTEE, and LORI R. DICKERSON, TRUSTEE, individually, as the signer of the foregoing instrument, who acknowledged that they executed the same and that the same was their voluntary act and deed for the purposes therein.

In Testimony Whereof, I have hereunto set my hand and subscribed my seal this 17th day of April, 1996.

James A. K. King
Notary Public



JAMES A. K. KING
MY COMMISSION # CC464311 EXPIRES
May 16, 1999
BONDED THIRD PARTY INSURANCE, INC.

This instrument prepared by J. C. DeBoard & Co., L. P. A., James C. DeBoard, Attorney-at-Law, with offices at Suite 308, 500 West Wilson Bridge Road, Worthington, Ohio 43085 and 913 Paddington Terrace, Heathrow, Florida 32746.