

AUSLEY & McMULLIN

ATTORNEYS AND COUNSELORS AT LAW

177 SOUTH CALOQUIB STREET

105 BOX 110 (2100 P. 38)

TAHAWAY, FLORIDA 32301

TEL: 284-9135 FAX: 284-9136

July 31, 1996

A9600001268

Division of Corporations
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32301

HAND DELIVERY

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Certificate of Limited Partnership, Certificate of Designation of Registered Agent/Registered Office, and Affidavit of Capital Contributions for the McCord Limited Partnership. Our check for \$1,785 (\$1,750 for the filing fee and \$35 for the registered agent fee) is enclosed.

Please date stamp the enclosed copies, which will be picked-up by our messenger.

If you have any questions, please call.

Sincerely,

David J. Hull
David J. Hull

DJH/cv
Enclosures

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-07/10/96--01078--005
***1785.00 ***1785.00

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FILING 1751.00
R. AGENT FEE 35.00
C. COPY
TOTAL
V. 3000
BALANCE DUE
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**CERTIFICATE OF LIMITED PARTNERSHIP OF
McCORD LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1988) as set forth in Chapter 620, Part I of the Florida Statutes, hereby state the following:

1. The name of the Partnership is the McCord Limited Partnership (the "Partnership").
2. The mailing address of the Partnership is 50 Bellac Road, Tallahassee, Florida 32303.
3. The name and address of the agent for service of process on the Partnership are Fred L. McCord, 50 Bellac Road, Tallahassee, Florida 32301.
4. The names and business addresses of the General Partners are Fred L. McCord, 50 Bellac Road, Tallahassee, Florida 32303 and Sally C. McCord, 50 Bellac Road, Tallahassee, Florida 32303.
5. The latest date upon which the Partnership shall dissolve is December 31, 2026.
6. The effective date of this Certificate of Limited Partnership shall be upon filing.

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 all of the General Partners of the McCord Limited Partnership on this 9th day of May, 1996.


Fred L. McCord
as General Partner


Sally C. McCord
as General Partner

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 620.105 AND 620.192, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

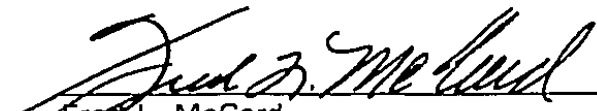
1. The name of the limited partnership is:

MCCORD LIMITED PARTNERSHIP

2. The name and address of the registered agent and office are:

**FRED L. MCCORD
50 Bellac Road
Tallahassee, Florida 32303**

Having been named as registered agent and to accept service of process for the above-stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Fred L. McCord

Date: 5/9/96

AFFIDAVIT OF CAPITAL CONTRIBUTION


STATE OF FLORIDA
COUNTY OF LEON

The undersigned, Fred L. McCord and Sally C. McCord, as General Partners of the McCord Limited Partnership, a Florida limited partnership (the "Partnership"), Tallahassee, Florida, certify as follows:

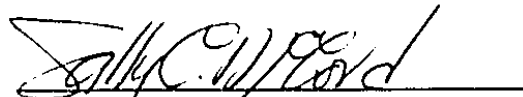
1. The total amount of capital contributions to the Partnership made by the Initial Limited Partners is \$4,622,134.00
2. An additional \$1,000,000.00 in capital contributions are anticipated to be contributed by the Limited Partners to the Partnership.

FURTHER AFFIANTS SAITH NOT.

Under penalties of perjury we declare that we have read the foregoing and the facts alleged are true, to the best of our knowledge and belief.



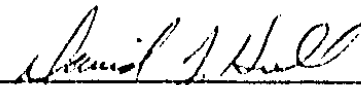
Fred L. McCord
as General Partner and



Sally C. McCord
as General Partner

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 2nd day of July, 1996, by Fred L. McCord, as General Partner and as Limited Partner, who is personally known to me or has produced _____ as identification.




Signature of Notary Public
Notary Stamp/Seal:



STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 2nd day of July, 1996, by Sally C. McCord, as General Partner and Limited Partner who is personally known to me or has produced _____ as identification:-



Signature of Notary Public
Notary Stamp/Seal:



djhlmccordcap ctrb aff