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December 6, 1996

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

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-12/10/96--01076--002
***1837.50 ***1837.50

RE: Helleckson Family Limited Partnership

Dear Sir:

Enclosed are two originals and one copy of the following:

1. Certificate of Limited Partnership for Helleckson Family Limited Partnership;
2. Acceptance of Appointment as Registered Agent;
3. Affidavit of Capital Contribution.

Also enclosed is our firm check in the amount of \$1,837.50 for payment of filing fees and certified copy fee for one certified copy.

Please file the first original and return the Certificate of Authority and the certified copy to the above address.

Sincerely,

KENNETH B. WHEELER, LL.M., TAX, P.A.

A96-2355

Name	Kenneth B. Wheeler, Esq.
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

KBW/lph
Encls.

cc: Mrs. ~~Frank Whelan, Esq.~~ - wo/encl.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE
OF
LIMITED PARTNERSHIP**

HELLEKSON FAMILY LIMITED PARTNERSHIP

A Florida Limited Partnership
formed pursuant to the
Florida Uniform Limited Partnership Act

IN ACCORDANCE WITH the Florida Revised Uniform Limited Partnership Law as set forth in §620.108 of the Florida Statutes, the following Certificate of Limited Partnership is filed for the purpose of forming a Florida Limited Partnership.

1. The name of the Limited Partnership is:

HELLEKSON FAMILY LIMITED PARTNERSHIP

2. The name and address of the registered agent for service of process on the Partnership are:

FRANKLIN C. WHIGHAM, Esq.
200 West First Street Suite 22
Sanford, Florida 32772-4848

3. The name and mailing address of the general partner of the partnership are:

VERLE MELVIN HELLEKSON and MARY ELIZABETH HELLEKSON
as Tenants by the Entirety
345 Saddleworth Place
Heathrow, Florida 32746

4. At the present time there are at least two partners in the partnership, one of whom is a limited partner.

5. The mailing address ^{and principal address} of the Partnership is:

c/o FRANKLIN C. WHIGHAM, Esq.
P.O. Box 4848
Sanford, Florida 32772-4848

6. The latest date upon which the Partnership shall dissolve is December 31, 2037.

IN WITNESS WHEREOF, the said Partnership has caused this certificate to be signed by its duly authorized General Partner this 29th day of November, 1996.


VERLE MELVIN HELLEKSON


MARY ELIZABETH HELLEKSON

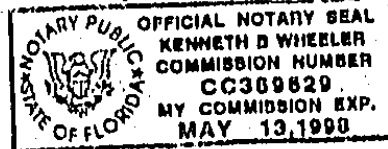
As Tenants by the Entireties
General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 29 day of November, 1996, by VERLE MELVIN HELLEKSON and MARY ELIZABETH HELLEKSON, Husband and wife, who are personally known to me (or who have produced Florida Driver's Licenses as identification).


Notary Public, State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for HELLEKSON FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Fla.Stat. §620.192.

REGISTERED AGENT


FRANK C. WHIGHAM, Esq.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

VERLE MELVIN HELLEKSON and MARY ELIZABETH HELLEKSON, husband and wife as tenants by the entireties, general partner of HELLEKSON FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, do hereby certify as follows:

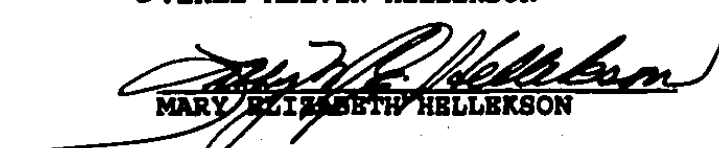
The amount of capital contributions to date of the limited partners is \$2,000,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 2,000,000.00.

FURTHER AFFIANT SAYETH NOT.

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


VERLE MELVIN HELLEKSON


MARY ELIZABETH HELLEKSON

As Tenants by the Entireties
General Partner

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TALLAHASSEE, FLORIDA