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CERTIFICATE OF LIMITED PARTNERSHIP

OF

PHIPPS F N LIMITED PARTNERSHIP



The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby certifies the following:

-1-

The name of the Partnership is "PHIPPS F N LIMITED PARTNERSHIP."

-2-

The business address of the Partnership shall be located at 3110 Capital Circle, N.E., Tallahassee, Florida 32308, or at such other place as the General Partner shall from time to time designate.

-3- -

The name of the agent for service of process is William H. Lane.

-4-

The street address of the agent for service of process is 3110 Capital Circle, N.E., Tallahassee, Florida 32308.

-5-

The registered agent hereby accepts designation as registered agent for service of process:

William H. Lane

The mailing address of the Partnership is 3110 Capital Circle, N.E., Tallahassee, Florida 32308.

-7-

The latest date upon which the Partnership is to be dissolved is December 31, 2027.

-8-

The name and address of the sole General Partner is: John H. Phipps Ventures, Inc., 3110 Capital Circle, N.E., Tallahassee, Florida 32308.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Certificate, this _____ day of October, 1997.

GENERAL PARTNER:

JOHN H. PHIPPS VENTURES, INC.,

a Florida corporation

Pennis O Boyle President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole General Partner of Phipps F N Limited Partnership, a Florida limited partnership, certifies as follows:

- 1. The amount of capital contributions to date of the Limited Partners of the Partnership is \$_/000____.
- 2. The total amount contributed and anticipated to be contributed by the Limited Partners of the Partnership at this time totals \$__/_____.

Further affiant saith not.

Under the penalties of perjury, the undersigned declares that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 20 day of October, 1997.

GENERAL PARTNER:

JOHN H. PHIPPS YENTURES, INC.,

a Florida corporation

Dennis O. Boyle, President