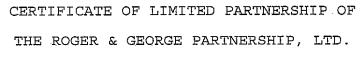
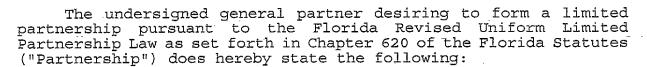


FILING COVER SHEET

REFERENCE:	0174.1164
DATE:	12-10-97
CONTACT:	CINDY HICKS 000023679608 CINDY HICKS -12/10/97-01033-014 ***1837.50 ***1837.50
FROM:	CORPORATE & CRIMINAL RESEARCH SERVICES
	103 N. MERIDIAN STREET
	TALLAHASSEE, FL 32301
TELEPHONE:	222-1173
SUBJECT:	The Roger & George Partnership, Ltd.
(LEAST FLE X P	THE CHECK # 5656 FOR \$ 1,837.580 PER STATE OF ST
() ARTICLES OF INC.	() AMENDMENT () DISSOLUTION () ANNUAL REPORT
() QUALIFICATION	() LIMITED LIABILITY () REINSTATEMENT
() FICTITIOUS NAME () UCC-1	() UCC-3
PROVIDE US WITH:	W/ 12/1/19/
CERTIFIED COPY	() CERTIFICATE OF STATUS () STAMPED COPY
Francisco Initials	LP 1,785.00 CENT- 52.50



a Florida limited partnership



1. The name of the Partnership is:

THE ROGER & GEORGE PARTNERSHIP, LTD.

2. The mailing address of the Partnership is:

788 Spanish Drive South Longboat Key, Florida 34228

3. The principal office address of the Partnership is:

788 Spanish Drive South Longboat Key, Florida 34228

4. The name and address of the registered agent of the Partnership is:

Anne M. Braly 788 Spanish Drive South Longboat Key, Florida 34228

5. The name and business address of the general partner is:

Anne M. Braly, Trustee of the Anne M. Braly Revocable Living Trust u/a/d 8/9/71 788 Spanish Drive South Longboat Key, Florida 34228

6. The latest date upon which the Partnership shall dissolve is March 15, 2045, unless the term of the Partnership is further extended by a Majority in Interest of the Partners as defined in the Limited Partnership Agreement.

7. The effective date of this Certificate of Limited Partnership shall be the effective date of the filing of certificate of limited partnership with the Department of State.

The execution of this certificate by the undersigned general partner 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 Anne M. Braly, Trustee of the Anne M. Braly Revocable Living Trust u/a/d 8/9/71, as general partner of The Roger & George Partnership, Ltd., a Florida limited partnership, this this day of December, 1997.

> THE ROGER & GEORGE PARTNERSHIP, TID. a Florida limited partnérs

WITNESSES:

GENERAL PARTNER:

Anne M. Braly, Trustee Anne M. Braly Revocable Fiving

Trust u/a/d 8/9/71

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for THE ROGER & GEORGE PARTNERSHIP, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I, hereby 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 of the Florida Statutes.

Anne M. Braly

Registered Agent

STATE OF FLORIDA COUNTY OF SARASOTA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned Notary Public, personally appeared Anne M. Braly, Trustee of the Anne M. Braly Revocable Living Trust u/a/d 8/9/71, as general partner of THE ROGER & GEORGE PARTNERSHIP, 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 \$1,000,000.00.
- 2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is \$0-..

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

THE ROGER & GEORGE PARTNERSHIP, Barbara a Florida limited partnership

WITNESSES:

GENERAL PARTNER"

Anne M. Braly, Trustee of the Anne M. Braly Revocable Living Trust u/a/d 8/9/71

The foregoing instrument was acknowledged before me, this day of December, 1997, by Anne M. Braly, Trustee of the Anne M. Braly Revocable Living Trust u/a/d 8/9/71, as general partner of THE ROGER & GEORGE PARTNERSHIP, LTD., a Florida limited partnership, and who is personally known to me or who has produced as identification and who did not take an oath.

Notary Dublic Print Name

My Commission Expires:

GATHA K. MILHORN
Notary Public, State of Florida
My Comm. expires Nov. 1, 1999
No. CC 507391
Bonded Thru Orificial Notary Service
1-(800) 723-0121