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CONTACT: JO ELLEN VAN CAMP

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(904) 358-1872

NAME: RCG OF ST. JOHNS, LTD.

AUDIT NUMBER.....H97000020747

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

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PAGES..... 4

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RCG OF ST. JOHNS, LTD.
a Florida limited partnership**

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Limited Partnership Act (1986), Part I, Chapter 620, Florida Statutes (the "Act"), has entered into an Agreement of Limited Partnership and hereby certifies as follows:

1. Name. The name of the limited partnership is as follows:

RCG of St. Johns, Ltd.

2. Address. The street address of the principal place of business and the mailing address for the limited partnership is as follows:

401 Players Court
St. Augustine, FL 32084-9166

3. Registered Agent. The name and address of (i) the agent for service of process, required to be maintained by Section 620.105 of the Act, and (ii) the registered agent and registered office, required to be maintained by Section 620.192 of the Act, for the limited partnership are as follows:

Intrastate Registered Agent Corporation
701 Brickell Avenue, Suite 3000
Miami, FL 33131

4. General Partner. The name and address of the sole general partner of the limited partnership is as follows:

RCG of St. Augustine, Inc.
Document Number P97000105767
401 Players Court
St. Augustine, FL 32084-9166

P97-105767

5. Dissolution. The latest date upon which the limited partnership is to dissolve is December 31, 2027.

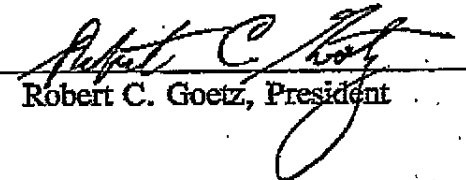
Prepared by J. Van Camp, Legal Assistant
Holland & Knight LLP (904) 353-2000
50 N. Laura St. #3900, Jacksonville, FL 32202

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WHEREFORE, this certificate has been executed by the general partner of the limited partnership in accordance with Section 620.114 of the Act on this 17th day of December, 1997.

RCG OF ST. AUGUSTINE, INC.

By: 
Robert C. Goetz, President

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND AGENT FOR SERVICE OF PROCESS

The undersigned, having been designated the Agent for Service of Process, pursuant to Section 620.105, Florida Statutes, and Registered Agent, pursuant to Section 620.192, Florida Statutes, of RCG of St. Johns, Ltd., a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Sections 620.105 and 620.192, Florida Statutes.

INTRASTATE REGISTERED AGENT
CORPORATION

By: Donald W. Wallis
Donald W. Wallis, Vice President
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

Dated: December 17, 1997

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

RCG of St. Augustine, Inc., the sole general partner of RCG of St. Johns, Ltd., a Florida limited partnership (the "Partnership"), certifies as follows:

1. The aggregate amount of the initial capital contributions of the limited partners of the Partnership is \$99,000.00.
2. No additional amount is anticipated to be contributed to the capital of the Partnership by any of the limited partners of the Partnership.

This 17th day of December, 1997.

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

RCG OF ST. AUGUSTINE, INC.,
General Partner

By: 

Robert C. Goetz, President

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