

CS.

A97000002756

ACCOUNT NO. : 072100000032

REFERENCE : 637015 4348632

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ 140.00

ORDER DATE : December 16, 1997

ORDER TIME : 11:32 AM

ORDER NO. : 637015-030

CUSTOMER NO: 4348632

000002373370--2

CUSTOMER: Pattie M. Rimas, Legal Asst
SMITH GAMBRELL & RUSSELL

Suite 3100
1230 Peachtree St., N.e.
Atlanta, GA 30309-3592

DOMESTIC FILING

NAME: FLA #1765, LTD.

EFFECTIVE DATE: --

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: BK

FILED
97 DEC 16 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/16/97

CERTIFICATE OF LIMITED PARTNERSHIP

OF

FLA #1765, Ltd.

FILED
97 DEC 16 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101 et seq.), does hereby certify the following:

1. The name of the limited partnership is FLA #1765, Ltd. (the "Partnership").
2. The business and mailing address of the Partnership is 4451 Atlanta Road, Suite 120, Smyrna, Georgia 30080-6556.
3. The initial registered agent of the Partnership is Robert O. Mickler, Esquire.
4. The address of the registered agent and of the initial registered office of the Partnership in Florida is Suite 3000, One Independent Drive, Jacksonville, Florida 32202.
5. The latest date upon which the Partnership is to dissolve is December 31, 2027.
6. The name and address of the sole general partner of the Partnership is:

Name:

The Wilcox Group, Inc., a
Florida corporation

Business Address:

4451 Atlanta Road
Suite 120
Smyrna, Georgia 30080-6556

P97000106253

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

Signed this 12th day of December, 1997.

The Wilcox Group, Inc.

By: Keith B. Dermond
Keith B. Dermond, Secretary/Treasurer

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF THE LIMITED PARTNERS OF
FLA #1765, Ltd.

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97 DEC 16 PM 4:28
TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned, being the sole general partner of FLA #1765, Ltd., a Florida limited partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$0.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.

FURTHER AFFIANT SAYETH NOT.

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

Signed this 12th day of December, 1997.

The Wilcox Group, Inc.,

By: Keith B. Dermond
Keith B. Dermond, Secretary/Treasurer

Sworn to and subscribed before me
this 12th day of December, 1997.

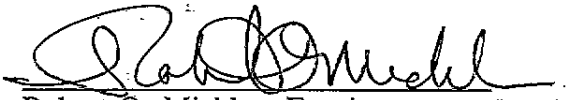
John E. Lasky
Notary Public

My Notary Public Office is in Tallahassee, Florida.
My Commission Expires July 24, 1999.

[NOTARIAL SEAL]

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Robert O. Mickler, Esquire, having been named registered agent of FLA #1765, Ltd. (the "Partnership") and to accept service of process for the Partnership at Suite 3000, One Independent Drive, Jacksonville, Florida 32202, hereby accepts the appointment as registered agent and agrees to act in this capacity. I hereby further agree to comply with the provisions of all statutes relating to the proper and complete performance of duties, and am familiar with and accept the obligations of registered agent.


Robert O. Mickler, Esquire
Registered Agent

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TALLAHASSEE FLORIDA