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AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CANNON STREET

P.O. BOX 301 (P. 32301)

TALLAHASSEE, FLORIDA 32301

(850) 224-9115 FAX (850) 222-7560

December 18, 1997

Division of Corporations
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32301

HAND DELIVERY

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-12/18/97--01006--014
***1785.00 ***1785.00

RE: Armistead Limited Partnership

DOWLING LIMITED PARTNERSHIP

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Certificate of Limited Partnership, Certificate of Designation of Registered Agent/Registered Office, and Affidavit of Capital Contributions for the above-referenced Limited Partnership. Our check for \$1,785 also is enclosed.

Please date stamp the enclosed copies, which will be picked-up by our messenger.

If you have any questions, please call.

Sincerely,

David J. Hull

David J. Hull

DJH/cv
Enclosures

djh\fmly-ltd\dowling\ltr.sos

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TALLAHASSEE FLORIDA

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DIVISION OF CORPORATION

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
DOWLING LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

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TALLAHASSEE, FLORIDA

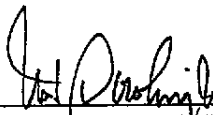
The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby state the following:

1. The name of the Partnership is ~~the~~ Dowling Limited Partnership (the "Partnership").
2. The mailing address and principal place of business of the Partnership is 705 West Madison Street, Tallahassee, Florida 32304.
3. The name and address of the agent for service of process on the Partnership is James H. Dowling, Jr., 705 West Madison Street, Tallahassee, Florida 32304.
4. The names and business addresses of the General Partners are as follows:

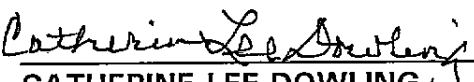
James H. Dowling, Jr. 705 West Madison Street Tallahassee, Florida 32304	Catherine Lee Dowling 522 Vinnedge Drive Tallahassee, Florida 32303
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5. The latest date upon which the Partnership shall dissolve is December 31, 2051.
6. The effective date of this Certificate of Limited Partnership shall be upon filing.

The execution of this Certificate by the undersigned General Partners 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 all of the General Partners of the Dowling Limited Partnership on this 17th day of December, 1997.



JAMES H. DOWLING, JR.



CATHERINE LEE DOWLING

AFFIDAVIT OF CAPITAL CONTRIBUTION

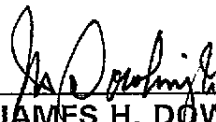
The undersigned, JAMES H. DOWLING, JR. and CATHERINE LEE DOWLING, as General Partners of the Dowling Limited Partnership, a Florida limited partnership (the "Partnership"), 705 West Madison Street, Tallahassee, Florida 32304, certify as follows:

1. The total amount of capital contributions to the Partnership made by the initial Limited Partners is \$6,902,985.

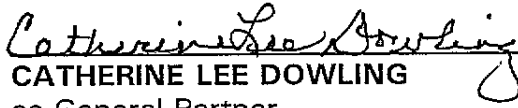
2. Additional capital contributions are anticipated to be contributed by the Limited Partners to the Partnership in the amount of \$500,000.

FURTHER AFFIANTS SAITH NOT.

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



JAMES H. DOWLING, JR.
as General Partner

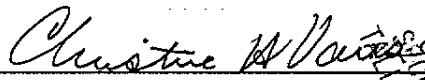


CATHERINE LEE DOWLING
as General Partner

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SECRETARY OF STATE
FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 17th day of December, 1997, by JAMES H. DOWLING, JR., as General Partner, who is personally known to me and who did not take an oath.

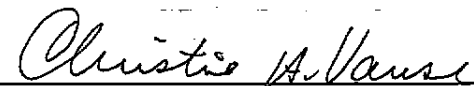

Signature of Notary Public
Notary Stamp/Seal:

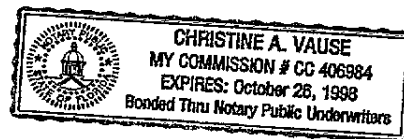


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CLERK OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 17th day of December, 1997, by CATHERINE LEE DOWLING, as General Partner, who is personally known to me and who did not take an oath.


Signature of Notary Public
Notary Stamp/Seal:



djh\fmly-lt\dowling\cap-ctrb.aff

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 620.105 AND 620.192, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited partnership is:

DOWLING LIMITED PARTNERSHIP

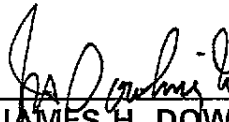
2. The name and address of the registered agent and office are:

**James H. Dowling, Jr.
705 West Madison Street
Tallahassee, Florida 32304**

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 17, 1997



JAMES H. DOWLING, JR.