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FILING COVER SHEET

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-12/19/97-01022-007

***1837.50 ***1285.00

REFERENCE:

0192. 1241

DATE:

12-19-97

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Bartram Trail Partners, Ltd.

FILED
97 DEC 19 AM 8:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

597000059701

STATE FEES PREPAID WITH CHECK # 11664 FOR \$ 1,837.50

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-12/19/97-01022-008

*****17.50 *****17.50

RECEIVED

PLEASE FILE:

() ARTICLES OF INC.

() QUALIFICATION

() FICTITIOUS NAME

() UCC-1

() AMENDMENT () DISSOLUTION () ANNUAL REPORT

(X) LIMITED PARTNERSHIP () ANNUAL REPORT

() LIMITED LIABILITY () REINSTATEMENT

() UCC-3

PROVIDE US WITH:

(X) CERTIFIED COPY

(X) CERTIFICATE OF STATUS

() STAMPED COPY

Examiner's Initials

LP - 1,785.00
CERT 70.00
BKC 12/19/97

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BARTRAM TRAIL PARTNERS, LTD.
a Florida limited partnership**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

Bartram Trail Partners, Ltd.

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

320 E. Adams Street
Jacksonville, FL 32202

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:

Carl D. Dawson, Jr.
320 E. Adams Street
Jacksonville, FL 32202

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

Switzerland Holding Company
320 E. Adams Street
Jacksonville, FL 32202

897000101715

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

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 15th day of December, 1997.

SWITZERLAND HOLDING COMPANY

By: _____

Carl D. Dawson, Jr., President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, on behalf of Switzerland Holding Company, a Florida corporation, which is the sole general partner of Bartram Trail Partners, 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 \$326,700.00.
2. No additional amount is anticipated to be contributed to the capital of the Partnership by any of the limited partners of the Partnership.

Under penalty of perjury, I declare this 15th day of December, 1997, that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

SWITZERLAND HOLDING COMPANY

By: 

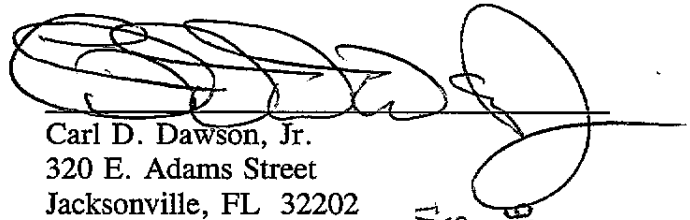
Carl D. Dawson, Jr., President

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TALLAHASSEE FLORIDA

**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 Bartram Trail Partners, 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 Section 620.105 and 620.192, Florida Statutes.

Dated: December 15th, 1997



Carl D. Dawson, Jr.
320 E. Adams Street
Jacksonville, FL 32202

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TALLAHASSEE FLORIDA