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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS
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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: THE PHOENIX MANAGEMENT COMPANY, LTD.

AUDIT NUMBER.....H97000020929

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

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- Kyle confirmed LLC will
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exceed \$1,980.
- let
12/20*

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE PHOENIX MANAGEMENT COMPANY, LTD.

The undersigned, hereby makes and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the partnership shall be THE PHOENIX MANAGEMENT COMPANY, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 12900 Lakeview Point Court, Windermere, Florida 34780, or at such other place or places as the General Partners shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.

Cleatous J. Simmons, Esquire
215 North Eola Drive
Orlando, Florida 32801

4. NAME AND BUSINESS ADDRESS OF GENERAL PARTNER.

Dawson Managers, Inc.
12900 Lakeview Point Court
Windermere, Florida 32780

997-106551

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP.

12900 Lakeview Point Court
Windermere, Florida 32780

This document was prepared by:
Cleatous J. Simmons, Esquire

Florida Bar Number: 270737
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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6. TERM. The partnership shall be dissolved on December 31, 2027, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 13th day of December, 1997.

GENERAL PARTNER:

Dawson Managers, Inc.

By: Frederick M. Dawson
Frederick M. Dawson, President

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of The Phoenix Management Company, Ltd. are \$1,980. Under certain circumstances the Limited Partners may be required in the future to make additional capital contributions to the Partnership.

FURTHER AFFIANT SAYETH NOT.

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

EXECUTED this 12th day of December, 1997.

GENERAL PARTNER:

Dawson Managers, Inc.

By: Frederick M. Dawson
Frederick M. Dawson, President

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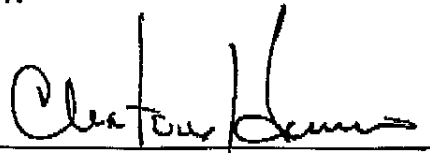
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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Cleatous J. Simmons, accepts his designation as Registered Agent for THE PHOENIX MANAGEMENT COMPANY, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 17th day of December, 1997.


Cleatous J. Simmons
Registered Agent

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