



THE UNITED STATES
CORPORATION
COMPANY

A97000002847

ACCOUNT NO. : 072100000032

REFERENCE : 648960 5011226

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 24, 1997

ORDER TIME : 11:07 AM

ORDER NO. : 648960-005

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

300002382343--5

-12/24/97--01064--041

***1837.50 ***1837.50

DOMESTIC FILING

NAME: SHADDIX COMMUNITIES, LTD.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 1:39

LP-1785W
CERT 52.50

97 DEC 24 PM 2:16
12/24/97

CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
SHADDIX COMMUNITIES, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 1:40

This Certificate of Limited Partnership and Affidavit of Capital contribution executed this 23rd day of December, 1997, by William Stanley Shaddix and Sharlene Shaddix Fox, as General Partners, and Shaddix Communities, Ltd., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate of Limited Partnership and Affidavit of Capital Contribution evidences a limited partnership which complies with Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is Shaddix Communities, Ltd.
2. Address and Office. The address and office of the Partnership shall be 1275 Beville Road, Suite 1200, Daytona Beach, FL 32119. The records required to be kept by the Partnership pursuant to Section 620.106 Florida Statutes shall be maintained at the office of the Partnership.
3. Agent for Service of Process. The agent for service or process on the Partnership shall be Sharlene Shaddix Fox, whose address is 686 Ferncliff Drive, Port Orange, Florida 32127.
4. Name and Business Address of the General Partners. The General Partners are William Stanley Shaddix and Sharlene Shaddix Fox. The address of the General Partners are 1275 Beville Road, Suite 1200, Daytona Beach, FL 32119.
5. Mailing Address of Limited Partnership. The mailing address for the Partnership is 1275 Beville Road, Suite 1200, Daytona Beach, FL 32119.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2086.
7. Conversion from General Partnership. This Partnership has been converted to a limited partnership from a Florida general partnership.
8. Former Name. The former name of the partnership before its conversion to a limited partnership was Shaddix Communities Associates.
9. Vote on Conversion. The conversion was approved by 100% of the partners of Shaddix Communities Associates.

10. Conversion Date. The conversion from general partnership to limited partnership takes effect on the date of filing this Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

WITNESS:

Rianne N. Wontenay

Rianne N. Wontenay

GENERAL PARTNERS:

William Stanley Shaddix
William Stanley Shaddix

Sharlene Shaddix Fox
Sharlene Shaddix Fox

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of Shaddix Communities, Ltd., I hereby accept and agree to act in this capacity.

Sharlene Shaddix Fox
Sharlene Shaddix Fox

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97 DEC 24 PM 1:40

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 1:40

Stanley Shaddix and Sharlene S. Fox, the General Partners of Shaddix Communities, Ltd., a Florida limited partnership, through its duly authorized officer, state as follows:

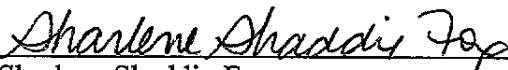
1. The amount of the capital contribution that has been made by the Limited Partners is \$662,198.00.
2. The total amount anticipated to be contributed by the Limited Partners is \$10,000,000.00.

FURTHER the Affiant sayeth naught.

GENERAL PARTNERS:



William Stanley Shaddix



Sharlene Shaddix Fox