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ACCOUNT NO. : 072100000032

REFERENCE : 649856 6209A

AUTHORIZATION :

600002387956--6

-01/02/98--01014--003

***1785.00 ***1785.00

COST LIMIT : \$ PREPAID

ORDER DATE : December 26, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 649856-005

CUSTOMER NO: 6209A

CUSTOMER: H. John Feldman, Esq
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 26 PM 1:45

DOMESTIC FILING

NAME: HOGSHEAD INVESTMENT
PARTNERSHIP, LTD.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

A97-2858

Name	CRD
Availability	CRD
Document Examiner	CRD
Updater	CRD
Updater Verifier	CRD
Acknowledgment	CRD
W. P. Verifier	CRD

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DEC 26 AM 11:29
DIVISION OF CORPORATIONS

**CERTIFICATE OF
LIMITED PARTNERSHIP OF
HOGSHEAD INVESTMENT PARTNERSHIP, LTD.**

The undersigned, constituting all of the general partners, hereby execute this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. **Name of Partnership.** The name of the Partnership shall be HOGSHEAD INVESTMENT PARTNERSHIP, LTD.

2. **Address of Recordkeeping Office; Agent for Service of Process.** The records to be kept pursuant to Florida Statute Section 620.106, shall be located at 2426 Rivertree Circle, Sanford, FL 32771, and the name of the Partnership's agent for service of process is Rodney C. Hogshead, III, and the address of the registered agent is 2426 Rivertree Circle, Sanford, FL 32771.

3. **Name and Business Address of the General Partners.**

(a) The name and address of the General Partners are:

<u>Name</u>	<u>Address</u>
GEORGIANA HOGSHEAD, TRUSTEE OF THE GEORGIANA HOGSHEAD FAMILY TRUST, dated March 26, 1997	Post Office Box 1101 Plymouth, FL 32768
RODNEY C. HOGSHEAD, III	Post Office Box 871 Plymouth, FL 32768
DOROTHY ANN GIOVANNELLI	6464 S.W. 21st Court Ocala, FL 34474
MARY JO MOORE	2001 Ivanhoe Road Orlando, FL 32804

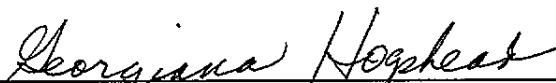
4. **Mailing Address for the Limited Partnership.** The mailing address for the Limited Partnership shall be Post Office Box 871, Plymouth, FL 32768.

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5. **Term.** The term for which the Partnership is to exist shall be from the filing of this Certificate in the Office of the Secretary of State of the State of Florida until the 31st day of December, 2047, unless sooner terminated in accordance with the Limited Partnership Agreement for HOGSHEAD INVESTMENT PARTNERSHIP, LTD.

DATED this 24th day of December, 1997.

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


GEORGIANA HOGSHEAD, TRUSTEE OF
THE GEOGIANA HOGSHEAD FAMILY
TRUST, dated March 26, 1997, General Partner


RODNEY C. HOGSHEAD, III, General Partner

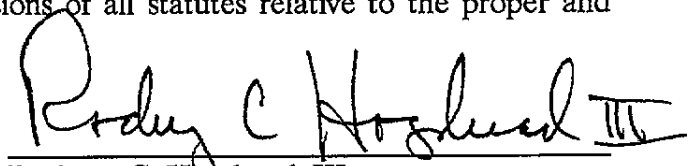

DOROTHY ANN GIOVANNELLI, General
Partner


MARY JO MOORE, General Partner

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Rodney C. Hogshead, III


AFFIDAVIT OF CAPITAL CONTRIBUTIONS

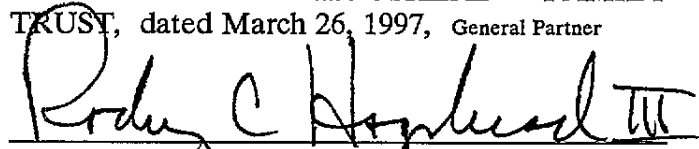
The undersigned, constituting all of the general partners of HOGSHEAD INVESTMENT PARTNERSHIP, LTD., a Florida Limited Partnership, certify as follows:

1. To date, the amount of capital contribution of the limited partner is 3,050,000.
2. The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$ 3,000,000.00.

DATED this 24th day of December, 1997.

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


GEORGIANA HOGSHEAD, TRUSTEE OF
THE GEOGLANA HOGSHEAD FAMILY
TRUST, dated March 26, 1997, General Partner


RODNEY C. HOGSHEAD III, General Partner


DOROTHY ANN GIOVANNELLI, General Partner


MARY JO MOORE, General Partner

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