



THE UNITED STATES
CORPORATION
COMPANY

A97000002906

ACCOUNT NO. : 072100000032

REFERENCE : 652506 4806726

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 30, 1997

ORDER TIME : 11:12 AM

ORDER NO. : 652506-005

CUSTOMER NO: 4806726

CUSTOMER: David Dreyer, Esq
JONES FOSTER JOHNSTON & STUBBS

P.o. Box 3475

West Palm Beach, FL 33402-3475

500002387915-3
-01/02/98--01011--002
***1837.50 ***1837.50

DOMESTIC FILING

NAME: PEACHBLOW PARTNERS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

A97-2906

TC
\$9,000,000.00

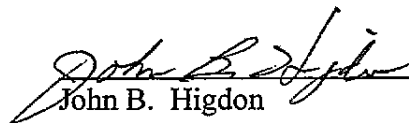
97 DEC 30 PM 12:10
DIVISION OF CLERK JERAMIAH

CERTIFICATE OF LIMITED PARTNERSHIP

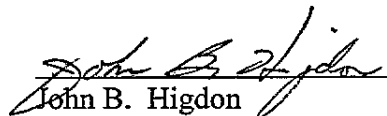
The undersigned, in order to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101, et seq. of the Florida Statutes, do hereby certify:

1. The name of the limited partnership is "Peachblow Partners, Ltd.";
2. The address of the office of the partnership is 202 North Calhoun, Quincy, Florida 32351;
3. The name of the agent for service of process is John B. Higdon, whose address is 202 North Calhoun, Quincy, Florida 32351;
4. The name of the general partner is: John B. Higdon, whose business address is 202 North Calhoun, Quincy, Florida 32351;
5. The mailing address for the limited partnership is 202 North Calhoun, Quincy, Florida 32351;
6. The latest date upon which the limited partnership is to dissolve is thirty-five (35) years from the filing of this Certificate;
7. This certificate is effective upon filing.

The undersigned affirms under penalties of perjury that the facts stated herein are true.


John B. Higdon

The undersigned hereby accepts his appointment as agent for service of process.



John B. Higdon

AFFIDAVIT

The undersigned, John B. Higdon, the general partner of Peachblow Partners, Ltd., being duly sworn, does hereby depose and say:

1. I am over the age of eighteen (18) years and believe in the obligation of an oath.
2. The limited partners anticipate contributing property to the partnership having a fair market value of Nine Million Two ⁰⁰ Thousand — Dollars (\$9,000,000.00). No further contributions by the limited partners are anticipated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of Dec., 1997.


John B. Higdon

STATE OF FLORIDA

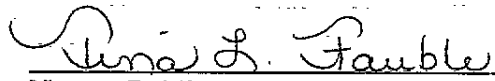
COUNTY OF Gadsden

The foregoing instrument was sworn to, subscribed and acknowledged before me this 24th day of Dec., 1997 by John B. Higdon as General Partner of Peachblow Partners, Ltd., a Florida corporation, who is personally known to me.

(Notary Seal)



Tina L. Fauble
My Commission CC586825
Expires Sep. 19, 2000


Notary Public
Print Name Tina L. Fauble
My commission expires: 9.19.2000