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John E. Mathews, Jr. (1920-1988)
Marion R. Shepard (1920-1981)
Herbert R. Kanning (1944-1993)

January 20, 1998

VIA FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street
Suite #200
Tallahassee, Florida 32301

Att: Barbara

Re: - Riverside One Limited
Partnership - Certificate
of Limited Partnership and
Articles of Incorporation of
Riverside One Capital
Partners, Inc.

Dear Barbara:

As discussed, please find enclosed, the original and copy of the Articles of Incorporation for the referenced General Partnership to be filed first and then the Certificate of Limited Partnership and its accompanying affidavit as to contributions, together with the appropriate filing fees.

Enclosed is a letter to the Secretary of State as to the filing of the Articles of Incorporation and our check. Please let this letter serve as our instruction to the Secretary of State for the filing of the Certificate of Limited Partnership and its accompanying affidavit. Enclosed is a check to the Secretary of State for \$577.50 for the filing of said Certificate, a registered agent fee and a request for a certified copy of the Certificate and/or affidavit.

LP- 525.00
CERT 52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 22 PM 4:28
(904) 354-6624
Telecopiers (904) 354-1559
(904) 354-0077

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***577.50 ***577.50

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RECEIVED
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490
35
525
577.50

1/22/98

Attorneys' Title Insurance Fund, Inc.
January 20, 1998
Page 2

I would appreciate your faxing to me, at the 354-0077 number above, some written evidence of the filing of the same as soon as possible.

Sincerely,


Dale A. Beardsley

DAB:cfs
Enclosure

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF RIVERSIDE ONE LIMITED PARTNERSHIP**

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THIS CERTIFICATE made this 21st day of January, 1998
RIVERSIDE ONE CAPITAL PARTNERS, INC., General Partner of Riverside One
Limited Partnership Agreement:

W I T N E S S E T H:

A. The name of the Limited Partnership is Riverside One Limited Partnership.

B. The address of the office of the Limited Partnership is 1510-A South 2nd Street, Jacksonville Beach, Florida 32250. The name and address of the agent for service of process is Andrew M. Howe, V, 1510-A South 2nd Street, Jacksonville Beach, Florida 32250.

C. Riverside One Capital Partners, Inc. is the General Partner of the Limited Partnership and its address is as set forth above, 1510-A South 2nd Street, Jacksonville Beach, Florida 32250. 898006004927

D. The mailing address for the Limited Partnership is 1510-A South 2nd Street, Jacksonville Beach, Florida 32250.

E. The latest date upon which the Limited Partnership is to dissolve is December 31, 2028.

Upon penalties of perjury, I declare that I have read the foregoing and the facts alleged are true to the best of my knowledge and belief.

Executed this 21st day of January, 1998.

Riverside One Capital Partners, Inc.
By: Andrew M. Howe, V
Its _____ President

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**AFFIDAVIT WITH RESPECT TO CAPITAL
CONTRIBUTIONS OF LIMITED PARTNERS**

Before me, the undersigned authority, personally appeared Andrew M. Howe, V, who being first duly sworn under oath, said as follows:

1. Affiant has personal knowledge of the matters contained herein as the President of Riverside One Capital Partners, Inc., the General Partner of Riverside One Limited Partnership.

2. The following is the total amount of capital contributions of Limited Partners contributed and anticipated to be contributed by the Limited Partners:

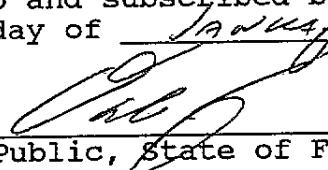
A. John Thomas

\$ 70,000.00



Andrew M. Howe V, President of
Riverside One Capital Partners,
Inc., General Partner

Sworn to and subscribed before me this
21 day of January, 1998.


Notary Public, State of Florida at Large

My Commission Expires:



DALE A. BEARDSLEY
MY COMMISSION # CC407337 EXPIRES
November 21, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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