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AREA CODE 850
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*ALSO ADMITTED IN ALABAMA
**ALSO ADMITTED IN MISSISSIPPI

April 28, 1998

Corporate Records Bureau
Division of Limited Partnerships
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-04/29/98--01024--002
****140.00 ****140.00

RE: McGaughey Family Partnership, Ltd.

Dear Sir/Madam:

Enclosed is the original and one duplicate copy of the Certificate of Limited Partnership for the captioned Limited Partnership. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. If you find the enclosures in order, please endorse your approval to the Certificate of Limited Partnership on the duplicate copy, certify the same, and return it to the undersigned at your earliest convenience.

A check is also enclosed to cover the \$52.50 filing fee, the \$52.50 fee for the certified copy of the Certificate of Limited Partnership, and the \$35.00 fee for filing the Resident Agent Certificate (which Certificate is also enclosed).

If you have any questions concerning the enclosures, please do not hesitate to call us. If you have no questions, please send us the Certificate of Limited Partnership properly certified once the same has been prepared. Your assistance in this matter will be appreciated.

Very truly yours,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.


William Scott Foster

Enclosures

cc: Marguerite McGaughey

A98-1059

Name	CR 4-30
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

CERTIFICATE OF LIMITED PARTNERSHIP OF
McGAUGHEY FAMILY PARTNERSHIP, LTD.

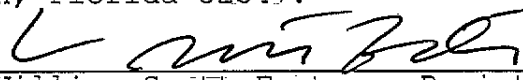
This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Limited Partnership Act of the State of Florida pursuant to a written Agreement of all Partners executed of even date herewith. The creation of this Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Florida Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains the following statements required by Florida Statutes 620.108(1):

1. The name of the Limited Partnership is McGaughey Family Partnership, Ltd., (the "Partnership").

2. The business address of the Partnership is c/o William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

3. The name of the registered agent of the Partnership is William Scott Foster.

4. The address of the registered agent of the Partnership is c/o William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

5. 
William Scott Foster - Registered Agent

6. The mailing address of the Partnership is c/o William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

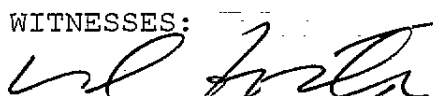
7. The latest date upon which the Partnership is to be dissolved is December 31, 2045.

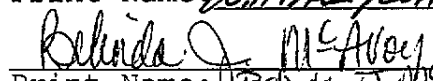
8. The name and specific business address of each General Partner of the Partnership is:

NAME	ADDRESS
Marguerite McGaughey	8206 Laredo Street Navarre, Florida 32566

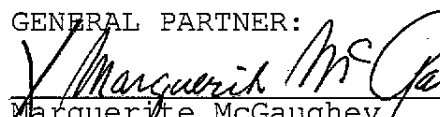
Signed this 9th day of April, 1998.

WITNESSES:


Print Name: William Scott Foster


Print Name: Belinda J. McAlvey

GENERAL PARTNER:


Marguerite McGaughey

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF Florida
COUNTY OF Okaloosa

SWORN TO AND SUBSCRIBED before me this 9th day of April,
1998.



Notary Public
My Commission Expires: _____

WILLIAM SCOTT FOSTER
Notary Public, State of Florida
My comm. expires June 22 000
Commission No. CC546718

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

McGAUGHEY FAMILY PARTNERSHIP, LTD. (the "Company"), desiring to organize as a limited partnership under the laws of the State of Florida, with its registered office, as indicated in its Certificate of Limited Partnership, at 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 325447, has named William Scott Foster, located at 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGMENT.

Having been named as registered agent and to accept service of process for the above stated Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


William Scott Foster

DATED: April 9, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting all of the General Partners of McGaughey Family Partnership, Ltd., a Florida Limited Partnership (the "Partnership"), certifies as follows:

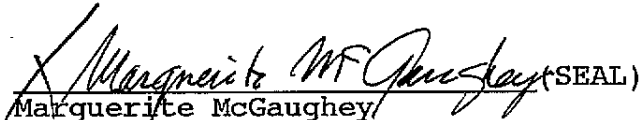
The amount of capital contributions to date of the limited partners of the Partnership is \$99.00.

The total amount contributed and anticipated to be contributed by the limited partners of the Partnership at this time is \$0.

This 9th day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

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


Marguerite McGaughey (SEAL)
General Partner of the
Partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA