



THE UNITED STATES
CORPORATION
COMPANY

A98 000001 266

ACCOUNT NO. : 072100000032

REFERENCE : 825697 7103152

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 20, 1998

ORDER TIME : 10:14 AM

ORDER NO. : 825697-005

CUSTOMER NO: 7103152

CUSTOMER: Ms. Rachel C. Frishe
GOODLETTE COLEMAN & JOHNSON,
P.A.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 20 AM 10:06

A98000001 266

100002529991--7
-05/26/98--01008--015
*****35.00 *****35.00

DOMESTIC FILING

NAME: FT. CHARLES, LTD.

LP #35

EFFECTIVE DATE:

100002529991--7
-05/20/98--01044--013
***1802.50 ***1802.50

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: Cassandra Bryant

EXAMINER'S INITIALS:

MAY 20

REACT/AR9
941-475
3535
MAY 20 AM 10:06
DIVISION OF CORPORATIONS
5/20/98

CERTIFICATE OF LIMITED PARTNERSHIP

Ft. Charles, Ltd.

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The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is Ft. Charles, Ltd.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.105 and 620.106 of the Florida Statutes, is 1262 Third Street South, Naples, Florida 33940.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Kevin G. Coleman, Goodlette, Coleman & Johnson, 4001 9th Street North, Naples, Florida 34102.

4. **General Partners.** The name and business address of each General Partner in the Limited Partnership is as follows:

Name

Business Address

Continental Construction
of Southwest Florida, Inc.
a Florida Corporation

1262 Third Street South
Naples, Florida 34102

L22501

5. **Address of Partnership.** The mailing address of the Limited Partnership is 1262 Third Street South, Naples, Florida 34102.

6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2044.

Dated: May 19th, 1998

GENERAL PARTNERS:

CONTINENTAL CONSTRUCTION OF
SOUTHWEST FLORIDA, Inc., a Florida
Corporation

By: 

James T. Murphy

Its: President

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1. The Limited Partners have made capital contributions in the following amounts:

2. It is anticipated that the Limited Partners listed below will make capital contributions in the future in the following amounts:

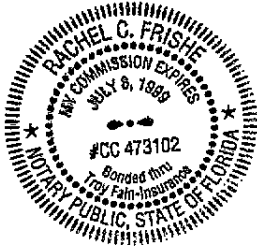
Dated: May 19th, 1998

GENERAL PARTERNS:

By: James T. Murphy
James T. Murphy
Its: President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 19 day of May, 19 98, by James T. Murphy who is personally known to me or who has produced _____ as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.



Rachel C. Frishe
Signature

RACHEL C. FRISHE

(Type or print Name of Acknowledger)

Notary Public
(Title or Rank)

CC 473102
(Serial Number, if any)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 20 AM 10:06

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

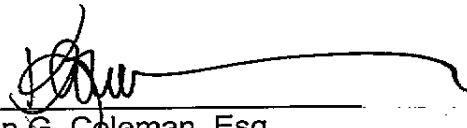
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IN COMPLIANCE WITH SECTION 620.105, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT FORT CHARLES LTD., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 1262 3rd Street South, Suite F, Naples, Florida 34102, has named Kevin G. Coleman, located at 4001 Tamiami Trail North, Suite 300, Naples, Florida 34102, as its registered agent to accept service of process within Florida.

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this 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.

Dated: May 19, 1998


Kevin G. Coleman, Esq.