

A98000001506

NEW OFFICE OF C. RANDOLPH COLEMAN
9250 BAYMEADOWS ROAD, SUITE 230
JACKSONVILLE, FLORIDA 32256
(904) 448-1969
FAX: (904) 448-5244

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 PM 1:39

June 16, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

200002564642--1
-06/18/98--01082--001
***1837.50 ***1837.50

Re: THE TRACY GRAFF FAMILY PARTNERSHIP, LTD.

Dear Sir or Madam:

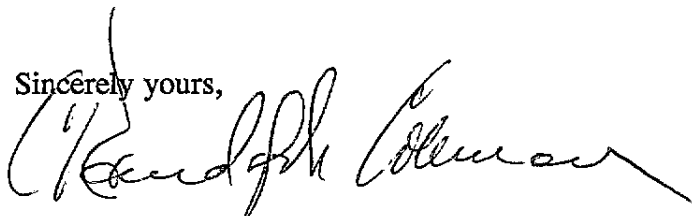
Enclosed please find the original and one copy of the Certificate of Limited Partnership and Affidavit of General Partner, Certificate Naming Agent upon Whom Process May be Served, for a new limited partnership, THE TRACY GRAFF FAMILY PARTNERSHIP, LTD, together with our client's check in the amount of \$1837.50 in payment of the appropriate filing fees, allocated as follows:

Filing Fee:	\$ 1750.00
Resident Agent Certificate:	\$ 35.00
Certified Copy:	\$ 52.50

I would appreciate your filing same and returning a certified copy to the undersigned, by U.S/ mail.

Your assistance in this matter is greatly appreciated.

Sincerely yours,



C. Randolph Coleman, Esq.

CRC:ph
Enclosures

Name	MGT
Availability	MGT
Document Examiner	MGT
Updater	MGT
Updater Verifier	MGT
Acknowledgement	MGT
W. P. Verifier	MGT

A98-1506

**CERTIFICATE OF LIMITED PARTNERSHIP
THE TRACY GRAFF 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 (Called "Articles of Limited Partnership"). The creation of the 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 each statement required by §620.108 of the Florida Revised Limited Partnership Act.

**ARTICLE 1
NAME OF THE LIMITED PARTNERSHIP**

The name of the Limited Partnership is THE TRACY GRAFF FAMILY PARTNERSHIP, LTD.

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The address of the registered office and the name and address of the registered agent for service of process is:

Agent: C. Randolph Coleman	Street: 9250 Baymeadows Road, Suite 230 City: Jacksonville, Fl 32256-1813
----------------------------	--

The registered agent is an individual who is a resident of Florida and whose business office is the same as the Partnership's registered office.

**ARTICLE 3
PRINCIPAL OFFICE**

The address of the principal office in the United States where the records of the Partnership are to be maintained is:

Agent: TRACY GRAFF	Street: Rt. 10 Box 337. City: Lake City, Fl 32025
--------------------	--

The records maintained and to be maintained at this office are those prescribed by §620.16 of the Florida Revised Limited Partnership Act. The address for the principal office is the mailing address for the limited partnership.

**ARTICLE 4
NAME, ADDRESS OF THE GENERAL PARTNER**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 PM 1:39

The name, the mailing address, and the street address of the business or residence of the General Partner is:

Agent: TRACY GRAFF	Street: Rt. 10 Box 337. City: Lake City, Fl 32025
--------------------	--

ARTICLE 5
NATURE OF BUSINESS PERMITTED

The Partnership is formed to engage in any lawful business, subject only to the requirements of §620.107 of the Florida Revised Limited Partnership Act. If the Limited Partnership qualifies to transact business other than in the State of Florida, the Partnership may transact any and all lawful business permitted for a Limited Partnership by the laws of that jurisdiction.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 18 PM 1:39

ARTICLE 6
SUCCESSOR TO GENERAL PARTNER

The Articles of Limited Partnership provide: "If a General Partner, serving alone, ceases to serve for any reason, and if the Limited Partners have not elected a new General Partner within 90 days from the effective date of withdrawal of a General Partner, it is agreed that, without amendment to these Articles, the following persons will serve as the General Partner (called "Successor General Partner").

Agent: Tracy Graff, III, Mikel P. Graff, John-Charles Morris Graff, And Lucienne Taylor	Street: Rt. 10 Box 337 City: Lake City, Fl 32025
---	---

The designated Successor General Partner will not have the duties nor the liability of a General Partner until such time as the successor actually assumes the position of a General Partner. A General Partner who ceases to be a General Partner will not be personally liable for the debts and obligations of the Partnership incurred following the termination of his or her or its service as a General Partner. The Successor General Partner will have the right and authority to execute an amendment to the Certificate of Limited Partnership in the event the General Partner, who has ceased to serve, is unable - by reason of death, disability, absence, or refusal, to execute the Certificate as Attorney-in-Fact for the withdrawing General Partner.

ARTICLE 7
GENERAL PARTNER'S AUTHORITY TO
EXECUTE ANY AMENDMENT TO THIS CERTIFICATE OF LIMITED PARTNERSHIP

Each Limited Partner, or Subscriber of a Limited Partnership interest, has constituted and appointed

Certificate of Limited Partnership
THE TRACY GRAFF FAMILY PARTNERSHIP, LTD.

the General Partner, with power of substitution, as his, her or its attorney-in-fact and personal representative to sign, execute, certify, acknowledge, file and record the Certificate of Limited Partnership, and to sign, execute, certify, acknowledge and record all appropriate instruments amending the Articles and the Certificate of Limited Partnership on behalf of the Limited Partner. In particular, the General Partner as attorney-in-fact may sign, acknowledge, certify, file and record on the behalf of each Limited Partner such instruments, agreements, and documents that:

1. reflect the exercise by the General Partner of any of the powers granted to him under these Articles;
2. reflect any amendments made to these Articles;
3. reflect the admission or withdrawal of a General or Limited Partner; and
4. may otherwise be required of the Partnership or a Partner by Florida law, federal law, or the law of any other jurisdiction.

The power of attorney given by each Limited Partner is a durable power and will survive the disability or incapacity of the principal.

ARTICLE 8
AUTHORITY OF ANOTHER TO EXECUTE
ANY AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP

The articles of Limited Partnership of THE TRACY GRAFF FAMILY PARTNERSHIP, LTD. provide: "In the event a General Partner is unwilling or unable to sign a required amendment to the Certificate of Limited Partnership as evidence of the withdrawal, substitution or addition of a Limited Partner, the amended certificate may be signed by:

1. the remaining General Partner or Partners, if more than one General Partner is then serving, and by any successor elected by the Limited Partners or as otherwise designated by the Partnership Agreement; or,
2. if but one General Partner was serving, and who ceases to serve for any reason, by the new General Partner or Partners, as substitute or successor, and at least 100 percent in interest of the Limited Partners.

Each General Partner serving or to serve in the capacity of a General Partner does hereby appoint his, her or its successor, (or if there is more than one General Partner serving at the time a General Partner shall refuse or be unable to act, the remaining General Partner or Partners) as his, her or its attorney in fact, to sign the amended certificate on his, her or its behalf.

In the event §620.197 of the Florida Revised Limited Partnership Act should require dissolution of the Partnership due to death, disability, resignation, or removal of a General Partner, or other event of withdrawal, the Partnership will nonetheless be reconstituted and will continue as provided by § 620.157(4) of the Florida Revised Limited Partnership Act.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 PM 4:19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 PM 1:38

ARTICLE 9
LIMITATION UPON THE SALE
OR OTHER TRANSFER OF A PARTNERSHIP INTEREST

The Articles of Limited Partnership prohibit a sale or other transfer of a partnership interest without the consent of at least 100 percent in interest of the Limited Partners. The following disclosures are and have been made in the Articles of Limited Partnership and the individual subscription contracts of the Limited Partners.

THE UNITS OR PERCENTAGES OF OWNERSHIP OF THE TRACY GRAFF FAMILY PARTNERSHIP, LTD. HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE. THE UNITS OR PERCENTAGES OF OWNERSHIP ARE OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENT OF THE SECURITIES ACT AND SUCH LAWS, AND PARTICULARLY REGULATION D (enacted by the Securities and Exchange Commission effective April 15, 1982 pertaining to certain offers and sales of Securities without registration under the Securities Act of 1933).

THE PARTNERSHIP WILL NOT BE SUBJECT TO THE REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND WILL NOT FILE REPORTS, PROXY STATEMENTS AND OTHER INFORMATION WITH THE SECURITIES AND EXCHANGE COMMISSION.

THE LIMITED PARTNERSHIP INTERESTS OF THE TRACY GRAFF FAMILY PARTNERSHIP, LTD. HAVE NOT AND WILL NOT BE REGISTERED OR QUALIFIED UNDER FEDERAL OR STATE SECURITIES LAWS. THE LIMITED PARTNERSHIP INTEREST OF THE TRACY GRAFF FAMILY PARTNERSHIP, LTD. MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED, OR OTHERWISE TRANSFERRED UNLESS SO REGISTERED OR QUALIFIED, OR UNLESS AN EXEMPTION FROM REGISTRATION OR QUALIFICATION EXISTS. THE AVAILABILITY OF ANY EXEMPTION FROM REGISTRATION OR QUALIFICATION MUST BE ESTABLISHED BY AN OPINION OF COUNSEL FOR THE OWNER THEREOF, WHICH OPINION AND COUNSEL MUST BE REASONABLY SATISFACTORY TO THE TRACY GRAFF FAMILY PARTNERSHIP, LTD..

ARTICLE 10
LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO DISSOLVE

The initial term of this Partnership is for a period of years that begins as of the date of this instrument and which ends on April 30, 2018, hereinafter called "initial term." The Partnership will then continue until April 30, 2038, hereinafter called "secondary term" The Partnership may be terminated and dissolved at any time in the initial term in a manner provided by law and in the secondary term by vote of at least 100 percent in interest of the Limited Partners, to terminate and

dissolve. The consent to dissolutions shall not be required of the General Partner as to his or her or its interest as a General Partner. The Partnership also will terminate at any time it does not have at least one Limited Partner.

ARTICLE 11
AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE

The General Partner acknowledges and states that he is authorized to execute and file this Certificate for and on behalf of the THE TRACY GRAFF FAMILY PARTNERSHIP, LTD.

EXECUTED IN DUPLICATE ORIGINAL this ^{19th}st day of May, 1998.

GENERAL PARTNER

BY: Tracy Graff
TRACY GRAFF

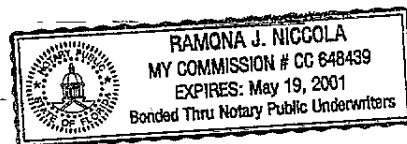
STATE OF FLORIDA }
 Seminole }
COUNTY OF COLUMBIA }

FL. Dr. G610818223680

BEFORE ME, the undersigned authority, on this day personally appeared TRACY GRAFF known to me to be the person whose name is subscribed to the foregoing instrument and has acknowledged to me that he executed the same for the purposes and considerations therein expressed. and as the authorized representative THE TRACY GRAFF FAMILY PARTNERSHIP, LTD.

SWORN AND SUBSCRIBED TO before me, this ¹⁹st day of May, 1998.

Ramona J. Niccola
Notary Public, State of Florida
Name: Ramona J. Niccola
My Commission expires: 5/19/2001




FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 PM 1:39

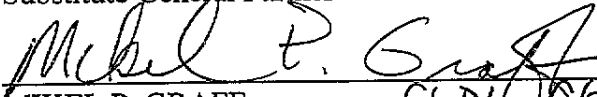
**CONDITIONAL ACCEPTANCE
BY SUBSTITUTE GENERAL PARTNER**

I am named in the Articles of Limited Partnership and Certificate of Limited Partnership for the THE TRACY GRAFF FAMILY PARTNERSHIP, LTD. as successor to the General Partner identified therein. The Agreement states the prerequisites and conditions of my service. Subject to the occurrence of an event that will invoke my service, and subject to the terms, conditions, and limitations of liability expressly provided in the Articles of Limited Partnership, I acknowledge my appointment as successor General Partner and my willingness to serve.


Dated and effective this 1st day of May, 1998.



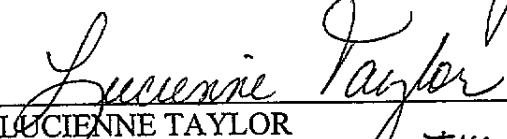
TRACY GRAFF, III FL DL 6610-818-54-309-0
Substitute General Partner



MIKEL P. GRAFF FL DL 6610-555-57-136
Substitute General Partner



JOHN-CHARLES MORRIS GRAFF
Substitute General Partner FL DL 6610-433-642050



LUCIENNE TAYLOR
Substitute General Partner 7460 527519680

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 PM 1:39

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to §48.091, Florida Statutes, the following is submitted by unanimous written consent of the Members:


That THE TRACY GRAFF FAMILY PARTNERSHIP, LTD., a limited partnership duly organized and existing under the laws of the State of Florida, with its registered office being at 9250 Baymeadows Road, Suite 230, Jacksonville, FL 32256, County of Duval, State of Florida, has named C. RANDOLPH COLEMAN, ESQUIRE, as its registered agent at such office to accept service of process within this state.

TRACY GRAFF
GENERAL PARTNER

Dated: 6-16-98

ACCEPTANCE

Having been named to accept service of process for the above-stated limited partnership company, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said office.



C. Randolph Coleman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 PM 1:39

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF COLUMBIA)

The undersigned, TRACY GRAFF, the General Partner of THE TRACY GRAFF FAMILY PARTNERSHIP, LTD., a limited partnership, being duly sworn, declares under oath that:

1. The initial contributions to the partnership by the limited partners are as follows:

Tracy Graff, as limited partner	\$ 8,350.00
Tracy Graff, III, as limited partner	\$204,575.00
Mikel Graff, as limited partner	\$204,500.00
John-Charles Morris Graff, as limited partner	\$204,500.00
Lucienne Taylor, as limited partner	\$204,500.00
Tracy Graff as General Partner	\$ 8,350.00
Total Capital Contributions	\$835,000.00

»

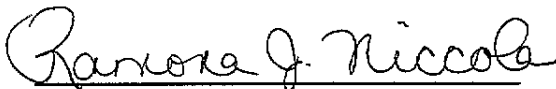
2. Additional contributions, if any, may be requested by the General Partner, but will be required only by unanimous written consent of the limited partners. No additional contributions are anticipated.



TRACY GRAFF
GENERAL PARTNER

FL. OR. G61081822-3680

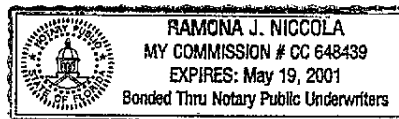
SUBSCRIBED AND SWORN TO,
before me, this 19th day of May, 1998.



Notary Public, State of Florida

Name: Ramona J. Niccola

My Commission Expires: 5/19/2001



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 PM 1:39