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JOELLE J. DILLARD
CHRISTOPHER M. HODGE

FACSIMILE
(904) 353-8770

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 19 PM 3:27

June 18, 1998

Return to
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VIA FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
Attn: Ms. Barbara Keyes
660 East Jefferson, Suite 200
Tallahassee, Florida 32301

100002566751--9
-06/19/98-01122-023
***1837.50 ***1837.50

RE: Nassau Partners, Ltd.
Our File No. 98119.01

Dear Barbara:

Enclosed for **expedited** filing is a Certificate of Limited Partnership for the above-referenced limited partnership.

Also enclosed is a check made payable to the Secretary of State in the amount of \$1,837.50 representing the fee for designating the registered agent (\$35.00) and the fee for filing the Certificate of Limited Partnership (\$1,750) and the fee for a certified copy of the Certificate of Limited Partnership (\$52.50).

If you have any questions or comments please call me collect.

Sincerely yours,

Sidney S. Simmons, II
Sidney S. Simmons, II

SSS/lh
Enclosures
c: Mr. Henry P. Woodburn, III (w/out encl.)

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98 JUN 19 PM 2:46
MHC 6/19/98

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NASSAU PARTNERS, LTD.**

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The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101-620.186, Florida Statutes, hereby states the following:

1. The name of the Partnership is "NASSAU PARTNERS, LTD."
2. The name and address of the agent for service of process on the Partnership shall be Allen, Brinton & Simmons, P.A., One Independent Drive, Suite 3200, Jacksonville, Florida 32202.
3. The name and business address of the General Partner is

WOODBURN INVESTMENTS, INC., 2315 Beach Boulevard, Suite 201,
Jacksonville Beach, Florida 32250. *998000053812*
4. The mailing address for the Partnership is 2315 Beach Boulevard, Suite 201,
Jacksonville Beach, Florida 32250.
5. The latest due date upon which the Partnership shall dissolve is December 31, 2019.

This Certificate of Limited Partnership was executed by the General Partner this 17 day of June, 1998.

"GENERAL PARTNER"

WOODBURN INVESTMENTS, INC., a
Florida corporation

Date: June 17, 1998

By: Henry P. Woodburn III
Henry P. Woodburn, III, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

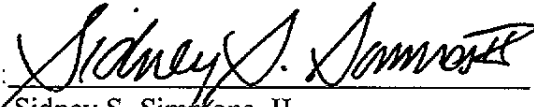
Having been named as registered agent for NASSAU PARTNERS, LTD., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

"REGISTERED AGENT"

ALLEN, BRINTON & SIMMONS, P.A.

Date: June 17, 1998

By:


Sidney S. Simmons, II
Vice President

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STATE OF FLORIDA

COUNTY OF DUVAL

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared HENRY P. WOODBURN, III, President of WOODBURN INVESTMENTS, INC., the general partner of NASSAU PARTNERS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", of Duval County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners exceed Two Hundred Fifty Thousand Dollars, (\$250,000).
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$0.

FURTHER AFFIANT SAYETH NOT

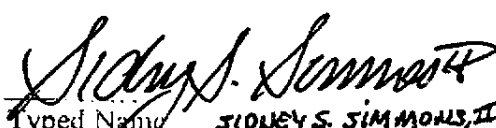
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true.

"GENERAL PARTNER"

WOODBURN INVESTMENTS, INC., a
Florida corporation

Date: June 17/1998By: Henry P. Woodburn III
Henry P. Woodburn, III, President

Sworn to and subscribed before me this 17th day of June, 1998, by Henry P. Woodburn, III as President of Woodburn Investments, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath.


Typed Name

SIDNEY S. SIMMONS, II

Notary Public

State of Florida

My Commission Expires:



Sidney S. Simmons, II
MY COMMISSION # CC649790 EXPIRES
July 7, 2000
BONDED THRU TROY FARM INSURANCE, INC.