



THE UNITED STATES
CORPORATION
COMPANY

A98000001553

ACCOUNT NO. : 072100000032

REFERENCE : 870000 4732152

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 87.50

ORDER DATE : June 25, 1998

ORDER TIME : 11:12 AM

ORDER NO. : 870000-010

500002572455--5

CUSTOMER NO: 4732152

CUSTOMER: W.a. Gartner, Esq
GARTNER BROCK & SIMON

Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: SUMMER BEACH DEVELOPMENT
GROUP, LTD.

*****FILE SECOND*****

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

6/25/98

RECEIVED
98 JUN 25 PM 12:06
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 2:11

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUMMER BEACH DEVELOPMENT GROUP, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
98 JUN 25 PM 2:14

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

1. The name of the limited partnership is SUMMER BEACH DEVELOPMENT GROUP, LTD.

2. The mailing address of the partnership is 645 Riverside Avenue, Suite 619, Jacksonville, Florida 32204.

3. The name and principal business address of the general partner of the partnership are SUMMER BEACH DEVELOPMENT GROUP, INC., 645 Riverside Avenue, Suite 619, Jacksonville, Florida 32204.

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4. The term for which the partnership shall exist shall commence on the date hereof and shall continue for thirty (30) years from such date, unless the partnership is sooner dissolved and terminated as provided by law or in the Agreement of Limited Partnership by which the partnership shall be governed.

5. The street address of the registered office for the partnership is 645 Riverside Avenue, Suite 619, Jacksonville, Florida 32204, and the name of the registered agent for service of process at that address is James Winston, who is joining in the execution hereof for the purpose of accepting the appointment as registered agent for service of process for the partnership.

18 IN WITNESS WHEREOF, the undersigned have executed this Certificate this day of June, 1998.

General Partner:

SUMMER BEACH DEVELOPMENT
GROUP, INC., a Florida corporation

By: James H. Winston

Print Name: JAMES H. WINSTON

Title: PARTNER

Registered Agent:

James Winston
James Winston

AFFIDAVIT REGARDING
CAPITAL CONTRIBUTIONS

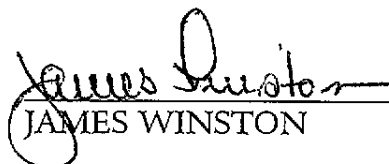
BEFORE ME, the undersigned authority personally appeared JAMES WINSTON, general partner of SUMMER BEACH DEVELOPMENT GROUP, LTD., a Florida limited partnership, who being first duly sworn, declared as follows:

1. He is a general partner of SUMMER BEACH DEVELOPMENT GROUP, LTD., a Florida limited partnership.

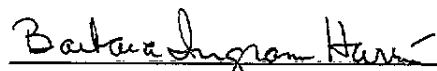
2. The capital contributions to said limited partnership as of the date hereof total \$1,000.00. It is not anticipated that the limited partners will make additional contributions to the partnership.

3. This Affidavit is given in compliance with the provisions of Florida Revised Uniform Limited Partnership Act (1986).

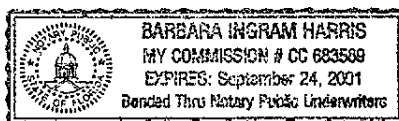
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


JAMES WINSTON

Sworn to and subscribed before me
this 18th day of June, 1998.


Notary Public, State of
Florida, at Large

My commission expires:



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DIVISION OF CORPORATIONS
98 JUN 25 PM 2:14