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*****350.00 *****52.50

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

VCP - Sarasota Ltd

File 2nd

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 NOV -3 AM 10:53

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other LTD

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Ordered By: _____

Date: _____

BK 11/3/98

AFFIDAVIT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
VCP-SARASOTA, LTD.

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The undersigned general partner files this Certificate of Limited Partnership of VCP-Sarasota, Ltd. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act ("Act") in order to form a Florida limited partnership.

1. NAME. The name of the limited partnership is VCP-Sarasota, Ltd.

2. MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS: 3030 Hartley Road, Suite 100, Jacksonville, FL 32257.

3. REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE: Mark T. Farrell, whose business address is 3030 Hartley Road, Suite 100, Jacksonville, FL 32257.

4. NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
VCP-Sarasota, Inc. P980000093430	3030 Hartley Road, Suite 100 Jacksonville, FL 32257

5. THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE: the date when this Certificate is filed with the Secretary of State.

6. THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE: December 31, 2050.

7. CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNER: The limited partner will make initial capital contributions for his partnership interest of \$1,000.00 and it is anticipated that the limited partner will make additional capital contributions of up to \$6,000.00.

8. AFFIRMATION. Each general partner hereby acknowledges that pursuant to the Act:

8.1 The execution of this certificate by the general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true;

8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 26th day of October, 1998.

GENERAL PARTNER:

VCP-Sarasota, Inc.

By: [Signature]
John D. Rood, President

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STATE OF FLORIDA }
 }SS
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 26th day of October, 1998, by John D. Rood, as President of VCP-Sarasota, Inc., a Florida corporation, on behalf of the corporation.

Eleanor Holly Depisse
(Print Name)

NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____

Personally known X
or Produced I.D. _____
[check one of the above]

Type of Identification Produced _____



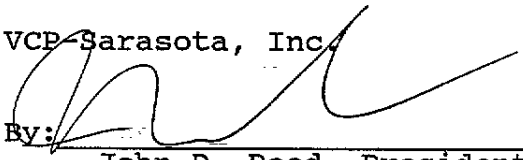
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

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In compliance with Sections 48.061 and 620.105, Florida Statutes, the following is submitted:

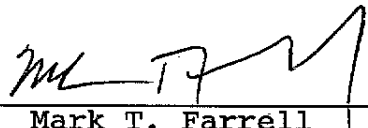
VCP-Sarasota, Ltd., desiring to organize under the laws of the State of Florida hereby designates Mark T. Farrell as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3030 Hartley Road, Suite 100, Jacksonville, FL 32257.

VCP-Sarasota, Inc.

By: 
John D. Rood, President

Dated: October 26, 1998

Having been named to accept service of process for the above named limited partnership at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) relative to the keeping of said office and the proper and complete performance of its duties.

By: 
Mark T. Farrell

Dated: October 26, 1998

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