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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 056106 9666A

AUTHORIZATION :

Patricia Pigito

COST LIMIT : \$ 140.00

ORDER DATE : December 8, 1998

FILE SECOND

ORDER TIME : 10:50 AM

please

ORDER NO. : 056106-015

CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq
SIMMONS HART & SHEEHE, P.A.
SIMMONS HART & SHEEHE, P.A.
P. O. Box 3310

500002706115--4

Ocala, FL 34478-3310

DOMESTIC FILING

NAME: LAUREL RIDGE OF OCALA, LTD.

EFFECTIVE DATE:

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: Janice Vanderslice

EXAMINER'S INITIALS: *hjk*

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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**CERTIFICATION OF LIMITED PARTNERSHIP
OF
LAUREL RIDGE OF OCALA, LTD.**

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CLERK OF COURT
JULIA A. HARRIS
CLERK OF COURT
JULIA A. HARRIS

THIS CERTIFICATION OF LIMITED PARTNERSHIP made this 4th day of December, 1998, by and between **UNIVERSAL DEVELOPMENT OF OCALA, INC.** a Florida Corporation, as the General Partner, and **THOMAS L. VILLELLA AS TRUSTEE OF THE THOMAS L. VILLELLA FAMILY TRUST DATED AUGUST 5, 1991**, and **GEORGE RANDALL McCOY AS TRUSTEE OF THE GEORGE RANDALL McCOY TRUST DATED MARCH 20, 1992**, as the Limited Partners, pursuant to the provisions of the *Florida Revised Uniform Limited Partnership Act (1986)*:

WITNESSETH:

**ARTICLE 1
FORMATION OF PARTNERSHIP**

The parties agree to enter into this Partnership to be formed under §620, *Florida Statutes*, which shall govern the rights and liabilities of the parties except as expressed below and as set forth in the Limited Partnership Agreement.

**ARTICLE 2
NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS**

The business of the Partnership shall be conducted under the name of **LAUREL RIDGE OF OCALA, LTD.** The principal office and address of the General Partner and Registered Agent for service of process shall be 7 East Silver Springs Blvd, Ste. 208, Ocala, Florida 34470. The mailing address is 7 East Silver Springs Blvd, Ste. 208, Ocala, Florida 34470.

**ARTICLE 3
NATURE OF BUSINESS**

Section 3.1 To purchase, lease, or otherwise acquire, sell, sub-lease or otherwise dispose of properties of every kind and nature, and generally engage in the business of dealing in investment properties.

Section 3.2 To conduct business, hold, mortgage, sell, convey, lease or otherwise dispose of real or personal property including franchises, patents,

copyrights, trademarks, and licenses of the State of Florida, and in all other states and countries.

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Section 3.3 To contract debts and borrow money, issue, sell or place bonds, debentures, notes and other evidences of debt, and execute mortgages, transfers of partnership property, or other instruments to secure the payment of Partnership indebtedness.

Section 3.4 To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of capital stock, bonds, securities, or other evidences of indebtedness created by any person, firm or corporation, and while the owner of such stock, exercise all of the rights, powers, and privileges of ownership, including the right to vote the stock.

Section 3.5 To purchase the assets of any other person, firm, or corporation and engage in the same or other character of business.

Section 3.6 To enter into, make, and perform contracts for any lawful purpose pertaining to the business of the Partnership without limit as to the amount, with any person, firm, syndicate, association, corporation, or governmental entity, domestic or foreign.

Section 3.7 To exercise all the powers of like partnerships confirmed by the laws of the State of Florida. The purposes listed above shall not limit or restrict this Partnership.

ARTICLE 4

NAME, ADDRESS, AND CONTRIBUTION OF GENERAL PARTNER

The name and address of the General Partner is *UNIVERSAL DEVELOPMENT OF OCALA, INC.*, 7 East Silver Springs Blvd, Ste. 208, Ocala, Florida.

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IN WITNESS WHEREOF, the undersigned, GEORGE RANDALL McCOY President of UNIVERSAL DEVELOPMENT OF OCALA, INC., has signed this CERTIFICATION OF LIMITED PARTNERSHIP this 4th day of December, 1998.

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Signed and delivered in our presence as witnesses:

Nancy J. Knox
Print Name: Nancy J. Knox
Catherine S. Fox
Print Name: CATHERINE S. FOX

UNIVERSAL DEVELOPMENT OF
OCALA, INC. General Partner of
LAUREL RIDGE OF OCALA, LTD., a
Florida Limited Partnership

By George Randall McCoy
GEORGE RANDALL McCOY
Its: President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing CERTIFICATION OF LIMITED PARTNERSHIP was acknowledged before me by GEORGE RANDALL McCOY, President of UNIVERSAL DEVELOPMENT OF OCALA, INC., General Partner of Laurel Ridge of Ocala, Ltd., a Florida limited partnership, who is:

X Personally known by me, OR
Produced _____ as identification.

Dated: this 4th day of December, 1998.



Karen M. Lewis
Print Name: Karen M. Lewis
Notary Public, State of Florida
Commission number CC 563293
Commission expires 7-19-2000

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared GEORGE RANDALL McCOY, President of UNIVERSAL DEVELOPMENT OF OCALA, INC. , General Partner of LAUREL RIDGE OF OCALA, LTD. , who, after being duly sworn, deposes and says:

1. That he is President of UNIVERSAL DEVELOPMENT OF OCALA, INC. , the General Partner of LAUREL RIDGE OF OCALA, LTD. , a Florida limited partnership, and his business address is 7 East Silver Springs Blvd., Ste. 208 , Ocala, Florida 34470.
2. The initial amount contributed to the Partnership by the General Partner is \$10.00.
3. The initial amount contributed to the Partnership by the Limited Partners is \$990.00
4. The total amount anticipated to be contributed to the Partnership by the Limited Partners is \$990.00.
5. The names, addresses, and amounts contributed by the Limited Partners is as follows:

NAME	ADDRESS	CONTRIBUTION
THOMAS L. VILLELLA, AS TRUSTEE OF THE THOMAS L. VILLELLA FAMILY TRUST DATED AUGUST 5, 1991	700 SE 123 rd Street Road. Ocala, Florida	\$495.00
GEORGE RANDALL McCOY, AS TRUSTEE OF THE GEORGE RANDALL McCOY TRUST DATED MARCH 20, 1992	7 East Silver Springs Blvd., Ste. 208 , Ocala, Florida 34470.	\$495.00

6. The liability of any Limited Partner for any debts or obligations owed to the Partnership at any time shall be limited, unless a separate written guaranty is executed by the Limited Partners, to the amount then contributed by him or her to the capital of the Partnership and his or her share and the undistributed net profits.

FURTHER AFFIANT SAYETH NAUGHT.

UNIVERSAL DEVELOPMENT OF OCALA, INC. ,
A Florida corporation, General Partner of Laurel
Ridge, Ltd., a Florida Limited Partnership

By: 
GEORGE RANDALL McCOY
Its: President

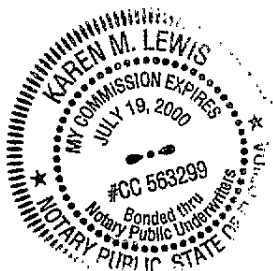
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STATE OF FLORIDA
COUNTY OF MARION

The foregoing AFFIDAVIT was acknowledged before me by GEORGE RANDALL
McCOY as President of UNIVERSAL DEVELOPMENT OF OCALA, INC. , General Partner
of LAUREL RIDGE OF OCALA, LTD. , a Florida Limited Partnership, who is:

X Personally known by me, OR
Produced _____ as identification.

Dated: this 4th day of December, 1998.




Print Name: Karen M. Lewis
Notary Public, State of Florida
Commission number CC 563299
Commission expires 7-19-2000

CERTIFICATE OF REGISTERED AGENT

In compliance with §§48.091 and 620.105, *Florida Statutes*, the following is submitted:

That *LAUREL RIDGE OF OCALA, LTD.*, desiring to organize or qualify as a limited partnership under the laws of the State of Florida, with its principal place of business at 7 East Silver Springs Blvd, Ste. 208, Ocala, Florida 34470 has named GEORGE RANDALL McCOY, president of its General Partner, as its agent to accept service of process within Florida.

Dated this 4 day of December, 1998.

UNIVERSAL DEVELOPMENT OF OCALA, INC.
General Partner of LAUREL RIDGE OF OCALA,
LTD., a Florida Limited Partnership

By


GEORGE RANDALL McCOY

Its: President

Having been named to accept service of process for the above-named limited partnership, as the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


GEORGE RANDALL McCOY, Registered Agent

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