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400002717104--6
-12/21/98--01017--008
*****35.00 *****35.00

December 17, 1998

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

HAND-DELIVERY

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 17 PM 4:07

Re: Skagfield Limited Partnership

400002717104--6
-12/21/98--01017--007
***1750.00 ***1750.00

Dear Sirs:

Enclosed for filing please find the original Certificate of Limited Partnership and Affidavit of Capital Contributions of the Skagfield Limited Partnership.

Also enclosed are Mr. Skagfield's checks in the amount of \$1,837.50 made payable to the Secretary of State. This amount represents \$1,750.00 for filing the Certificate and Affidavit of Limited Partnership, \$35.00 for the Registered Agent filing fee and \$52.50 for a certified copy of the Limited Partnership Certificate.

Please call our office should you have any questions regarding the enclosed. Also, please call me when the certified copy of the Certificate is ready and we will arrange for a messenger to pick it up.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 17 PM 4:07


Very truly yours,


Robert S. Hightower

CORAFULP

RSH:sas
Enclosure

cc: Mr. Hilmar S. Skagfield (w/encl)
Fred Thomson, CPA (w/encl)

LP  -1785.00
CENT 52.50

RECEIVED
98 DEC 17 PM 3:50

BK 12/17/98

400002717104--6
-12/21/98--01017--009
*****52.50 *****52.50

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

SKAGFIELD LIMITED PARTNERSHIP

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 4:07

The undersigned General Partner files this Certificate of Limited Partnership of Skagfield Limited Partnership with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

1. **NAME.** The name of the limited partnership is Skagfield Limited Partnership.

2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** 270 Crossway Road, Tallahassee, Florida 32310. The partnership's mailing address is: P.O. Box 753
Tallahassee, FL 32302

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:**
Hilmar S. Skagfield, whose business address is 270 Crossway Road, Tallahassee, Florida 32310.

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

NAME

ADDRESS

Hilmar S. Skagfield

P.O. Box 753
Tallahassee, FL 32302

5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**
December 7, 1998 or when this Certificate is filed with the Secretary of State, if later.

6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2048.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$1,000.00 and it is anticipated that the limited partners may make additional capital contributions of up to \$4,000,000.00.

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

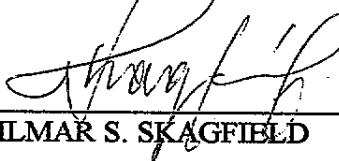
8.1 The execution of this certificate by the general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true;

8.2 The general partners accept the liability imposed by the Act on the general partners 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 partners will forthwith cause this certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 17th day of December, 1998.

GENERAL PARTNER:


HILMAR S. SKAGFIELD

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 4:07

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 4:07

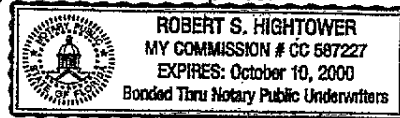
STATE OF FLORIDA
COUNTY OF LEON

The foregoing Certificate of Limited Partnership and Affidavit of Capital Contributions was sworn to and subscribed to before me on DECEMBER 17, 1998, by HILMAR S. SKAGFIELD, who is personally known to me or has produced _____ as identification.



Notary Public

My Commission expires:



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

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

Skagfield Limited Partnership, desiring to organize or qualify under the laws of the State of Florida hereby designates Hilmar S. Skagfield as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 270 Crossway Road, Tallahassee, Florida 32310.

DATED this 17th day of December, 1998.



GENERAL PARTNER

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STATE
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98 DEC 17 PM 4:07

Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 17th day of December, 1998.



HILMAR S. SKAGFIELD
REGISTERED AGENT