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HUSLEY & MCMULLEN  
ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

December 17, 1998

Division of Corporations  
Limited Partnership Section  
409 East Gaines Street  
Tallahassee, Florida 32301

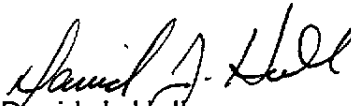
Re: Grove Properties Limited

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Certificate of Limited Partnership, Certificate of Designation of Registered Agent and Affidavit of Capital Contribution for Grove Properties Limited. Our check for \$1,785 is enclosed.

Please date stamp the enclosed copies, which will be picked up by our messenger. If you have any questions, please call.

Sincerely,

  
David J. Hull

af  
Enclosures

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

98 DEC 17 PM 5:29

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 17 PM 4:46

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
GROVE PROPERTIES LIMITED**

**A FLORIDA LIMITED PARTNERSHIP**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 17 PM 4:46

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby state the following:

1. The name of the Partnership is Grove Properties Limited (the "Partnership").
2. The mailing address and principal place of business of the Partnership is 100 East 1st Avenue, Tallahassee, Florida 32303.
3. The name and address of the agent for service of process on the Partnership is John K. Aurell, 227 South Calhoun Street, Tallahassee, Florida 32301.
4. The name and business address of the General Partner are as follows:

Mary Call Darby Collins	John K. Aurell
100 East 1st Avenue	227 South Calhoun Street
Tallahassee, Florida 32303	Tallahassee, Florida 32301
5. The latest date upon which the Partnership shall dissolve is December 31, 2051.
6. The effective date of this Certificate of Limited Partnership shall be upon filing.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the Limited Partners and General Partners of Grove Properties Limited on this 17th day of December, 1998, and will be filed in accordance with Section 620.109, Florida Statutes (1997).

  
\_\_\_\_\_  
**MARY CALL DARBY COLLINS**

  
\_\_\_\_\_  
**JOHN K. AURELL**

## AFFIDAVIT OF CAPITAL CONTRIBUTION

The undersigned, representing all the General Partners of Grove Properties Limited, a Florida limited partnership (the "Partnership"), whose mailing address is 287 South Calhoun Street, Tallahassee, Florida 32301, certify as follows:

1. The total amount of capital contributions to the Partnership made by the initial Limited Partners is \$ 1,294,469.73.

2. Additional capital contributions are anticipated to be contributed by the Limited Partners to the Partnership in the amount of \$ 2,205,530.27.

FURTHER AFFIANT SAITH NOT.

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

*Mary Call Darby Collins*

MARY CALL DARBY COLLINS

*John K. Aurell*

JOHN K. AURELL

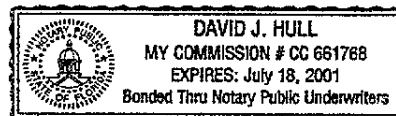
STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 17th day of December, 1998, by JOHN K. AURELL, as General Partner, who is personally known to me and who did not take an oath.

*David J. Hull*

Signature of Notary Public  
Notary Stamp/Seal:

STATE OF FLORIDA  
COUNTY OF LEON



The foregoing instrument was acknowledged before me this 17th day of December, 1998, by JOHN K. AURELL, as General Partner, who is personally known to me and who did not take an oath.

*David J. Hull*

Signature of Notary Public  
Notary Stamp/Seal:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 17 4:19 PM '98

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED OF STATES  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98DEC 17 PM 4:15

PURSUANT TO THE PROVISIONS OF SECTIONS 620.105 AND 620.192, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited partnership is:

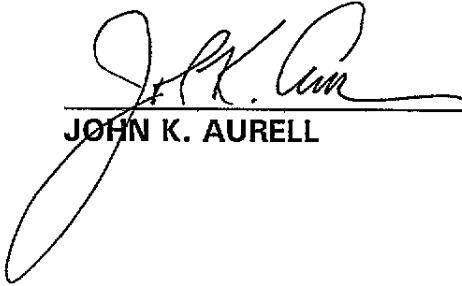
Grove Properties Limited

2. The name and address of the registered agent and office are:

John K. Aurell  
227 South Calhoun Street  
Tallahassee, Florida 32301

*Having been named as registered agent and 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: December 17, 1998

  
\_\_\_\_\_  
JOHN K. AURELL