



THE UNITED STATES CORPORATION COMPANY

A98000002832

ACCOUNT NO. : 072100000032

REFERENCE : 075559 169624A

AUTHORIZATION : Patricia Puyot

COST LIMIT : \$ 1785.00

ORDER DATE : December 22, 1998

ORDER TIME : 1:46 PM

ORDER NO. : 075559-005

400002719894--0

CUSTOMER NO: 169624A

CUSTOMER: Ms. Joan C. Zaks
BUCKINGHAM DOOLITTLE &
BUCKINGHAM DOOLITTLE &
5551 Ridgewood Drive

Naples, FL 33963

DOMESTIC FILING

NAME: COLLIER ENTERPRISES, LTD.

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: Janna Wilson

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 PM 4:29
RECEIVED

BK
12/22/98

DEPARTMENT OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP
AND
CONVERSION OF PARTNERSHIP TO LIMITED PARTNERSHIP
FOR
COLLIER ENTERPRISES, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 22 PM 4: 29

The undersigned, being desirous of forming a limited partnership and converting a general partnership into such limited partnership under the laws of the State of Florida, does hereby certify as follows:

1. The name of the limited partnership is COLLIER ENTERPRISES, LTD. (the "Limited Partnership").

2. The mailing address and registered office for the principal office of the Limited Partnership in the State of Florida is located at 3003 Tamiami Trail North, Suite 400, Naples, Florida 34103, or at such other location in the State of Florida as the general partner may determine from time to time. The name and address of the agent for service of process shall be Terry L. Flora, 3003 Tamiami Trail North, Suite 400, Naples, Florida 34103.

3. The name and the business address of the general partner of the Partnership (the "General Partner") is Collier Enterprises, Inc., a Florida corporation, with a business address at 3003 Tamiami Trail North, Suite 400, Naples, Florida 34103.

99700040492

4. The latest date upon which the Partnership is to dissolve is December 31, 2099.

5. The general partnership known as COLLIER ENTERPRISES (the "General Partnership") was converted to the Limited Partnership formed hereby known as COLLIER ENTERPRISES, LTD. pursuant to §620.8902 Florida Statutes.

6. The General Partnership consisted of only one class of partnership interests. The conversion to the Partnership was approved by unanimous consent (100%) of the five partners of the General Partnership, a number of votes which was sufficient for approval in accordance with §620.8902(2) Florida Statutes.

7. The conversion shall take effect on filing this Certificate.

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Limited Partnership as of the 21st day of December, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 PM 4:29

COLLIER ENTERPRISES:

COLLIER ENTERPRISES, LTD.:

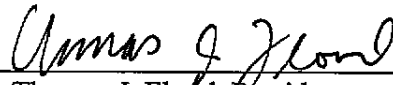


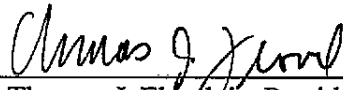
By: Miles C. Collier, Partner

General Partner:

COLLIER ENTERPRISES, INC. a Florida corporation

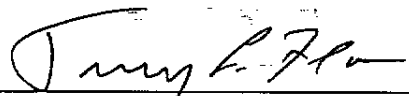
COLLIER ENTERPRISES, INC., Partner


By: Thomas J. Flood, President



By: Thomas J. Flood, its President and Chief Executive Officer

I, Terry L. Flora, having been designated to act as registered agent, hereby agree to act in such capacity.


Terry L. Flora

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF COLLIER

FILED STATE
SECRETARY OF CORPORATIONS
98 DEC 22 PM 4:29

The undersigned, being the President and Chief Executive Officer of Collier Enterprises, Inc., a Florida corporation, the sole General Partner of COLLIER ENTERPRISES, LTD., a Florida limited partnership, DECLARES as follows:

1. That he is the President and Chief Executive Officer of Collier Enterprises, Inc., a Florida corporation, the sole General Partner of COLLIER ENTERPRISES, LTD., and as such, he makes this affidavit.

2. That the amount of capital contributions to date and the total amount of capital anticipated to be contributed by the limited partners is \$10,000,000.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts herein are true and correct.

Signed this 21st day of December 1998.

COLLIER ENTERPRISES, a Florida corporation

Thomas J. Flood

By: Thomas J. Flood, President and Chief Executive Officer

The foregoing instrument was sworn to and subscribed before me this 21st day of December, 1998, by Thomas J. Flood, President and Chief Executive Officer of Collier Enterprises, Inc., a Florida corporation, General Partner of COLLIER ENTERPRISES, LTD., on behalf of said partnership.

Deborah A. Brown

Notary Public Deborah A. Brown
My Commission Expires: Oct. 16, 2000

