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ACCOUNT NO. : 072100000032

REFERENCE : 133371 4379142

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 12, 1999

ORDER TIME : 10:50 AM

ORDER NO. : 133371-005

CUSTOMER NO: 4379142


CUSTOMER: John L. Boling, Esq
BOLING & MCCART
BOLING & MCCART
Suite 555
1000 Riverside Avenue
Jacksonville, FL 32204

FILED OF STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 FEB 12 PM 3:05

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***1855.00 ***1855.00

DOMESTIC FILING

NAME: KOGER GROUP, LTD.

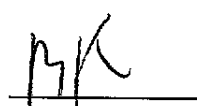
EFFECTIVE DATE: 

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: Jeanine Reynolds

EXAMINER'S INITIALS: 

99 FEB 12 PM 12:07
DIVISION OF CORPORATIONS

STATE OF FLORIDA) CERTIFICATE OF LIMITED PARTNERSHIP
) OF
COUNTY OF DUVAL) KOGER GROUP, LTD.

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF KOGER GROUP, LTD.
(this "Certificate") is executed this 17th day of November, 1998 by
KOGER REALTY, INC., a Florida corporation (the "General Partner").

W I T N E S S E T H:

WHEREAS, the General Partner and certain other person(s) desire to form a limited partnership (the "Partnership") in accordance with the Florida Revised Uniform Limited Partnership Act (F.S. §620.101 et seq.).

NOW, THEREFORE, the General Partner hereby executes this Certificate, directs that the same be filed for record in accordance with F.S. §620.108 and certifies the following:

ARTICLE I

The name of the Partnership is **KOGER GROUP, LTD.**

ARTICLE II

The address of the registered office of the Partnership is 3740 St. Johns Bluff Road, Suite 5, Jacksonville, Florida 32224 and the registered agent of the Partnership is DONALD A. PADGETT, whose address for service of process is the same as that of the registered office.

ARTICLE III

The name and address of the General Partner of the Partnership is as follows:

KOGER REALTY, INC.
3740 St. Johns Bluff Road, Suite 5
Jacksonville, Florida 32224

ARTICLE IV

The mailing address of the Partnership is as follows:

KOGER GROUP, LTD.
3740 ST. Johns Bluff Road, Suite 5
Jacksonville, Florida 32224

ARTICLE V

The Partnership shall exist until the earlier of (i) the date of dissolution and winding up pursuant to the terms of ARTICLE VI of the Partnership Agreement of the Partnership or (ii) December 31, 2075.

IN WITNESS WHEREOF, the General Partner has executed this Certificate under seal, the day and year first above written.

GENERAL PARTNER:

KOGER REALTY, INC.

By:

Ira M. Koger
IRA M. KOGER, President

Attest:

Nancy T. Koger
NANCY T. KOGER, Secretary

[CORPORATE SEAL]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 14 PM 3:05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 12 PM 3:05

STATE OF FLORIDA)

)

COUNTY OF DUVAL)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF THE LIMITED PARTNERS OF KOGER
GROUP, LTD.

BEFORE ME, the undersigned authority, duly authorized to administer oaths in the State of Florida, personally appeared IRA M. KOGER, who after being duly sworn, states as follows:

1. I am the duly authorized President of KOGER REALTY, INC., the sole corporate General Partner of KOGER GROUP, LTD., a Florida limited partnership.

2. Pursuant to F.S. §620.108, the undersigned hereby declares that the amount of the actual capital contributions by the limited partners shall be \$700,000.00 ~~Seven Hundred Thousand Dollars~~ and the amounts anticipated to be contributed by the limited partners over a period of time will be Ten Million Dollars (\$10,000,000).

DATE: 17 November 1998

KOGER REALTY, INC.

By:

Ira M. Koger

IRA M. KOGER, President

STATE OF FLORIDA)

)

COUNTY OF DUVAL)

The foregoing Affidavit was acknowledged before me this 17 day of November, 1998, by IRA M. KOGER, who is personally known to me or has produced a Florida drivers license identification and did (did not) take an oath.

FRANCES RODRIGUEZ
Print Name:

Frances Rodriguez
Notary Public, State of Florida

My Commission Expires: _____

