



THE UNITED STATES
CORPORATION
COMPANY

A99000000287

ACCOUNT NO. : 072100000032

REFERENCE : 140847 7137402

AUTHORIZATION :

COST LIMIT : \$ 140.00

ORDER DATE : February 19, 1999

ORDER TIME : 11:20 AM

ORDER NO. : 140847-005

CUSTOMER NO: 7137402

CUSTOMER: Glee Triplett, Esq
GLEE A. TRIPLETT, ATTORNEY
GLEE A. TRIPLETT, ATTORNEY
16 Blackland Road, N.w.

Atlanta, GA 30342

FILED OF STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 FEB 19 PM 1:21

DOMESTIC FILING

NAME: COVE PARTNERSHIP #3, LTD.

EFFECTIVE DATE:

(4)

3000002780923--2

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS: _____

NOV 10 1999

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RECEIVED

BK

2/19/99

CERTIFICATE OF LIMITED PARTNERSHIP

OF

COVE PARTNERSHIP #3, LTD.

Notice is hereby given of the formation of a Florida limited partnership. The name of the limited partnership is COVE PARTNERSHIP #3, LTD. (the "Partnership").

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1. The business address of the Partnership is:

Cove Partnership #3, Ltd.
c/o Cove Properties, Inc.
13535 Feather Sound Drive, Suite 125
Clearwater, Florida 33762

2. The name of the Registered Agent for service of process for the Partnership is:

Cove Properties, Inc.
13535 Feather Sound Drive, Suite 125
Clearwater, Florida 33762

3. The undersigned hereby accepts the appointment as the Registered Agent for service of process for the Partnership:

COVE PROPERTIES, INC.

By: 
Dennis M. Sheehan, President

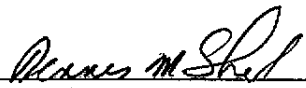
4. The mailing address for the Partnership is the same as the business address of the Partnership.
5. The latest date upon which the Partnership is to be dissolved is December 31, 2049.
6. The name and address of the sole General Partner of the Partnership is as follows:

Cove Properties, Inc.
13535 Feather Sound Drive, Suite 125
Clearwater, Florida 33762

89600050 949

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 10 day of February, 1999.

COVE PROPERTIES, INC., a Florida
corporation

By: 
Dennis M. Sheehan, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, being the sole General Partner of COVE PARTNERSHIP #3, LTD., a Florida limited partnership (the "Partnership"), hereby certifies as follows:

1. The amount of capital contributions to date of the Limited Partners of the Partnership is \$99.00.
2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$99.00.
3. This affidavit is made as of the 10 day of February, 1999.

Under the penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

COVE PROPERTIES, INC., a Florida corporation

By: Dennis M. Sheehan
Dennis M. Sheehan, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this day of February, 1999, by DENNIS M. SHEEHAN, President of COVE PROPERTIES, INC., a Florida corporation. He is personally known to me or has produced _____ as identification and did not take an oath.

Teresa L. King
Notary Public, State of Florida at
Large

My commission expires:



Teresa L. King
My Commission CC574723
Expires Aug. 05, 2000