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310 West First Street
Stuart, Florida 34994

March 16, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

RE: Black River Ranch Limited Partnership

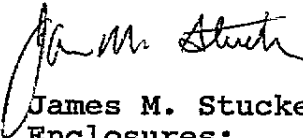
Dear Sir or Madam:

I am enclosing the original and a copy of the Certificate of Limited Partnership and Acceptance of Registered Agent for the above-referenced Limited Partnership.

I am sending this by Federal Express, as my clients wish to start business right away. Please file this Certificate as soon as possible, and send me the filed copy and Certificate of filing.

I am enclosing my check for \$1,837.50 to cover the filing fees and the cost of the Certificate. If you need anything further, please do not hesitate to call, collect. Thank you for your assistance.

Yours very truly,


James M. Stuckey
Enclosures:

000002810700-1
-03/18/99-01070-006
***1837.50 ***1837.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 31 AM 10:37

CM 099-7807



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 23, 1999

JAMES M. STUCKEY, ATTY. AT LAW
P.O. BOX 1800
STUART, FL 34995-1800

SUBJECT: BLACK RIVER RANCH LIMITED PARTNERSHIP
Ref. Number: W99000007009

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DIVISION OF CORPORATIONS
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We have received your document for BLACK RIVER RANCH LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 299A00014534

**CERTIFICATE OF LIMITED PARTNERSHIP OF
BLACK RIVER RANCH LIMITED PARTNERSHIP**

THIS CERTIFICATE is executed on the 11th day of March, 1999 with respect to the agreement of Black River Ranch Limited Partnership ("the Partnership").

1. Name. The Partnership's name is Black River Ranch Limited Partnership.

2. Partnership's Business. The Partnership's business is owning, developing, leasing, managing, farming, and operating the real property, investments, and other assets owned or acquired by the Partnership, and all other related acts. The Partnership may also do all things allowed and not otherwise illegal under the laws of the state of Florida.

3. Registered Agent. The name and post office address of the Partnership's registered agent is:

John F. Donovan
6401 S.W. Thistle Terrace
Palm City, Florida 34990

Mr. Donovan is the President of Black River Ranch, Inc., a Florida Corporation, which is the sole general partner. Mr. Donovan resides and has his business address within the state of Florida.

4. Specified Office. The principal place of business and the mailing address of the office at which its records are kept is:

Black River Ranch Limited Partnership
Black River Ranch, Inc., General Partner
C/O John F. Donovan, President
6401 S.W. Thistle Terrace
Palm City, Florida 34990

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5. Partners. The name and post office address of the general partner is:

899-19646
Black River Ranch, Inc.
C/O John F. Donovan, Registered Agent
6401 S.W. Thistle Terrace
Palm City, Florida 34990

6. Dissolution. The latest date on which the limited partnership is to be dissolved and its affairs wound up is December 31, 2025.

7. Affidavit of Limited Partner Contributions. The undersigned states, under oath, that the initial capital contributions of each of the limited partners is as follows:

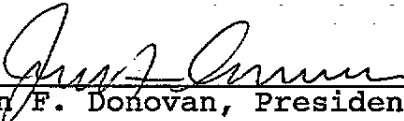
<u>Limited Partners</u>	<u>Capital Contribution</u>	<u>Interest</u>
John F. Donovan, as Trustee*	<u>actual \$937,520.00</u> <u>anticipated \$0.00</u>	<u>49.447%</u>
Lois C. Donovan, as Trustee**	<u>actual \$937,520.00</u> <u>anticipated \$0.00</u>	<u>49.447%</u>
Renee D. Ciferri	<u>actual \$1,000.00</u> <u>anticipated \$0.00</u>	<u>.053%</u>
Michael F. Ciferri,	<u>actual \$1,000.00</u> <u>anticipated \$0.00</u>	<u>.053%</u>

* As Trustee of The John F. Donovan Revocable Trust Agreement dated November 29, 1994, and as may be amended thereafter.

** As Trustee of The Lois C. Donovan Revocable Trust Agreement, dated November 29, 1994, and as may be amended thereafter.

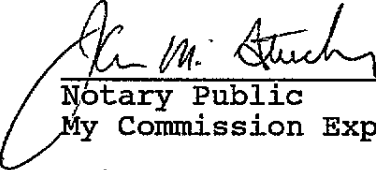
IN WITNESS WHEREOF, the undersigned general partner has signed and sealed this certificate, on the day and year first above written.

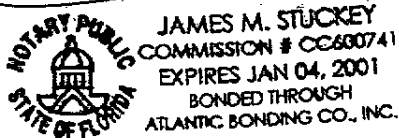
Black River Ranch, Inc., General Partner

 (Seal)
John F. Donovan, President

STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing completed Limited Partnership Certificate was sworn, subscribed, and acknowledged before me this 11th day of March, 1999, by John F. Donovan, President of Black River Ranch, Inc., the General Partner of Black River Ranch Limited Partnership, who is personally known to me and who did take an oath. WITNESS my hand and official seal this 11th day of March, 1999.


Notary Public
My Commission Expires:



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**ACCEPTANCE OF REGISTERED AGENT
FOR BLACK RIVER RANCH LIMITED PARTNERSHIP**

That BLACK RIVER RANCH LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at 6401 S.W. Thistle Terrace, Palm City, Florida 34990, has named JOHN F. DONOVAN, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Limited Partnership, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: _____

JOHN F. DONOVAN

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