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Michael Tillman, P.A.

5346 S.W. 91ST TERRACE, GAINESVILLE, FL, 32608-7124

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Estate and Charitable Tax Planning

MICHAEL TILLMAN, J.D.*

OF COUNSEL:

THOMAS R. ROGERS, J.D., C.P.A.*

SCOTT TANSEY, J.D., LL.M.†

* LIC. IN FL † LIC. IN CA

December 14, 1998

TO: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/02/99--01010--002
***1785.00 ***1785.00

RE: THE THOMCAT LIMITED PARTNERSHIP

The undersigned, pursuant to the provisions of the Florida Limited Partnership Act hereby requests that THE THOMCAT LIMITED PARTNERSHIP be registered as required by State law.

Enclosed are:

1. Certificate of Limited Partnership, in duplicate
2. Affidavit of Capital Contribution
3. A Check for \$1,785.00 in payment of the filing fee is enclosed, which includes \$1,750.00 for filing fee and \$35.00 for designation of registered agent.

Thank you for your assistance.

Please return the duplicate Certificate to my law firm at the above address indicating your receipt of our filing.

BECKY THOMAS MONTGOMERY, Trustee, General Partner

FILED

99 APR 23 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BECKY THOMAS MONTGOMERY, Trustee, of the THOMCAT IRREVOCABLE
MANAGEMENT TRUST, dated December 14, 1998

Document	
Examiner	DCC
Updater	DCC
Updater	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

① name not available
(conflict - 620540)

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W990000005844

\$ 812,207.00

Michael Tillman, P.A.

Estate and Charitable Tax Planning

5346 S.W. 91ST TERRACE, GAINESVILLE, FL 32608-7124

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MICHAEL TILLMAN, J.D.*

OF COUNSEL:

THOMAS R. ROGERS, J.D., C.P.A.*

SCOTT TANSEY, J.D., LL.M.†

* LIC. IN FL † LIC. IN CA

April 21, 1999

TO: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: THE THOMCAT REAL ESTATE LIMITED PARTNERSHIP

The undersigned, pursuant to the provisions of the Florida Limited Partnership Act hereby requests that THE THOMCAT REAL ESTATE LIMITED PARTNERSHIP be registered as required by State law.

Enclosed are:

1. Certificate of Limited Partnership, in duplicate
2. Affidavit of Capital Contribution
3. Copy of your letter dated March 10, 1999

Thank you for your assistance.

Please return the duplicate Certificate to my law firm at the above address indicating your receipt of our filing.

Yours truly,



Michael Tillman, J.D.

Enclosures as stated



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 10, 1999

MICHAEL TILLMAN, P.A.
5346 S.W. 91ST TERRACE
GAINESVILLE, FL 32608-7124

SUBJECT: THE THOMCAT LIMITED PARTNERSHIP
Ref. Number: W99000005844

We have received your document for THE THOMCAT LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 999A00011402

CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
THOMCAT REAL ESTATE LIMITED PARTNERSHIP
A Florida Limited Partnership

FILED
99 APR 23 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby certify that a Florida Limited Partnership Agreement was signed on December 14, 1998 at Gainesville, Florida by the following, herein called "General Partner":

BECKY THOMAS MONTGOMERY, sole Trustee, or her successors in trust, under the THOMCAT IRREVOCABLE MANAGEMENT TRUST dated December 14, 1998, and any amendments thereto;

and by the following, hereinafter referred to as the initial "Limited Partners":

BECKY THOMAS MONTGOMERY, sole Trustee, or her successors in trust, under the BECKY THOMAS MONTGOMERY LIVING TRUST dated December 14, 1998, and any amendments thereto.

G. FRANK ETHERIDGE and WILLIAM D. KING, Trustees, or their successors in trust, under the RANDALL SHAW THOMAS IRREVOCABLE TRUST, dated December 14, 1998.

G. FRANK ETHERIDGE and WILLIAM D. KING, Trustees, or their successors in trust, under the JUSTA BRIANN THOMAS IRREVOCABLE TRUST, dated December 14, 1998.

G. FRANK ETHERIDGE and WILLIAM D. KING, Trustees, or their successors in trust, under the MCKENZIE LAYNE MONTGOMERY IRREVOCABLE TRUST, dated December 14, 1998.

G. FRANK ETHERIDGE and WILLIAM D. KING, Trustees, or their successors in trust, under the ZACHARY TAYLOR MONTGOMERY IRREVOCABLE TRUST, dated December 14, 1998.

WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Limited Partnership Act.

1. Name. The name of this Limited Partnership is the THOMCAT REAL ESTATE LIMITED PARTNERSHIP.

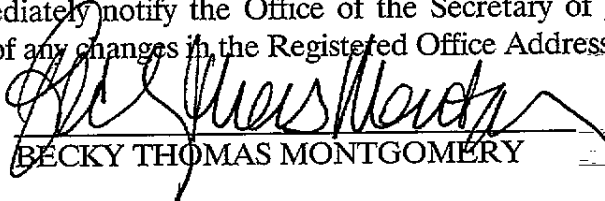
2. Business. The Limited Partnership may hold, manage, develop, exchange, or lease real estate, buy and sell both real and personal property including options, rights, intangibles and undivided interests in property, hold other investment assets. There is no geographical or jurisdictional restriction upon the location of an investment property or activity. The Limited Partnership may lease property which it owns or needs and may sublease property which it acquires under another lease. It may borrow and lend money, with or without interest or collateral. Furthermore, the Limited Partnership may engage in or conduct any lawful business or investment activities.

3. Principal Place of Business, Records Location and Registered Office.
The location of the principal place of business and records location of the Limited Partnership, and its business mailing address is: 9648 Kingston Pike, Suite 8, Knoxville, TN 37922. The location of the registered office of the Limited Partnership is: 4810 S.W. 60th Avenue, Ocala, Florida 34474.

4. Appointment and Consent to Serve as Registered Agent. The registered agent for service for this Limited Partnership is BECKY THOMAS

MONTGOMERY, whose Florida street address is: 4810 S.W. 60th Avenue, Ocala,
Florida 34474.

BECKY THOMAS MONTGOMERY accepts the appointment as agent of
the THOMCAT REAL ESTATE LIMITED PARTNERSHIP upon whom process,
notices, and demands may be served, whose principal place of business and records are
located at the address stated above. BECKY THOMAS MONTGOMERY
understands that as agent it will be her responsibility to receive service of process, to
forward mail, and to immediately notify the Office of the Secretary of State in the
event of her resignation or of any changes in the Registered Office Address.


BECKY THOMAS MONTGOMERY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 23 PM 1:00

FILED

5. The Partners. The General Partner of this Limited Partnership is:

BECKY THOMAS MONTGOMERY, sole Trustee, or her successors
in trust, under the THOMCAT IRREVOCABLE MANAGEMENT
TRUST, dated December 14, 1998, and any amendments thereto.

Residence and Mailing Address:

4810 S.W. 60th Avenue
Ocala, FL 34474

The Limited Partnership shall also have such Limited Partners as are named in
the Limited Partnership Agreement. The initial limited partners are:

BECKY THOMAS MONTGOMERY, sole Trustee, or her successors
in trust, under the BECKY THOMAS MONTGOMERY LIVING
TRUST dated December 14, 1998, and any amendments thereto.

Residence and Mailing Address:

4810 S.W. 60th Avenue
Ocala, FL 34474

G. FRANK ETHERIDGE and WILLIAM D. KING, Trustees, or their
successors in trust, under the RANDALL SHAW THOMAS
IRREVOCABLE TRUST, dated December 14, 1998.

Residence and Mailing Address:

4810 S.W. 60th Avenue
Ocala, FL 34474

G. FRANK ETHERIDGE and WILLIAM D. KING, Trustees, or their successors in trust, under the JUSTA BRIANN THOMAS IRREVOCABLE TRUST, dated December 14, 1998.

Residence and Mailing Address:

4810 S.W. 60th Avenue
Ocala, FL 34474

G. FRANK ETHERIDGE and WILLIAM D. KING, Trustees, or their successors in trust, under the MCKENZIE LAYNE MONTGOMERY IRREVOCABLE TRUST, dated December 14, 1998.

Residence and Mailing Address:

4810 S.W. 60th Avenue
Ocala, FL 34474

G. FRANK ETHERIDGE and WILLIAM D. KING, Trustees, or their successors in trust, under the ZACHARY TAYLOR MONTGOMERY IRREVOCABLE TRUST, dated December 14, 1998.

Residence and Mailing Address:

4810 S.W. 60th Avenue
Ocala, FL 34474

6. Term. The Partnership shall begin on the date this Certificate of Limited Partnership is filed with the Secretary of the State of Florida and shall end on December 31, 2034, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by agreement of the partners.

7. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

8. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of

the Limited Partnership. No Limited Partner shall have the right to dissolve or terminate the Limited Partnership except upon the affirmative vote of one hundred percent (100%) in interest of all Partners.

9. Profits. All annual net profits of the Limited Partnership may be distributed annually and shall be divided among the Partners in the same proportions as the Partners' then constituted partnership interest, unless retained for the Partnership investment and business activities.

10. Assignments. A Limited Partner is prohibited from selling, assigning, transferring, encumbering, or otherwise disposing of any interest in this Limited Partnership, its property, or its assets, without the written consent of all of the Partners, both General and Limited, and only after such Limited Partner gives to the Limited Partnership and other Partners an opportunity to purchase such interest, as explained in detail in the Limited Partnership Agreement. The assignee, purchaser, or transferee of the whole or any portion of a Limited Partner's interest in the Limited Partnership shall not become a substituted limited partner unless all General and Limited Partners (except the assignor, seller, or transferor) consent thereto. The assignor, seller, or transferor of a Limited Partnership interest shall not have the right to make his or her assignee, purchaser, or transferee a substituted Limited Partner. Furthermore, such assignee, purchaser, or transferee shall not become a substituted Limited Partner unless and until all provisions of the Partnership Agreement are complied with and expressly agreed to.

11. Additional Limited Partners. The General Partners may admit additional limited partners with the consent of all the Partners.

12. Priority Among Limited Partners. No one Limited Partner has priority over another as to the contributions or compensation by way of income.

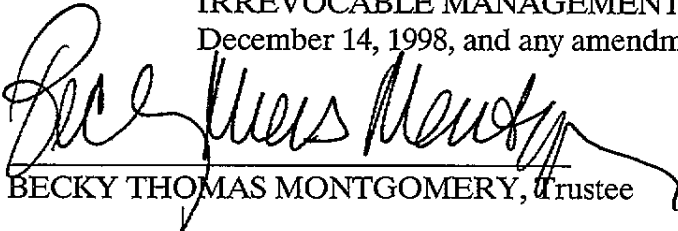
13. Continuance of Business. Upon the death, retirement, insanity, or legal incapacity of the last surviving or serving General Partner, the Limited Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired or becomes incompetent to adequately manage his or her affairs as determined by written affidavits signed and acknowledged by two licensed physicians, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Limited Partnership by selecting a new General Partner.

14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his contributions.

15. Amount of Cash and Agreed Value and Description of Other Property Contributed. The Partners in the Limited Partnership have initially contributed their interest in the property as set forth in Schedule "A" or "B" of the Partnership Agreement.

GENERAL PARTNER:

BECKY THOMAS MONTGOMERY, sole Trustee, or
her successors in trust, under the THOMCAT
IRREVOCABLE MANAGEMENT TRUST dated
December 14, 1998, and any amendments thereto.

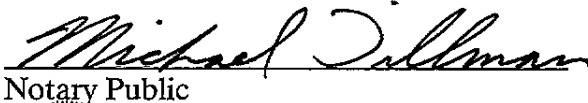

BECKY THOMAS MONTGOMERY, Trustee

STATE OF FLORIDA

COUNTY OF ALACHUA

ss.

The foregoing Certificate of Limited Partnership was acknowledged before me on
April 20, 1999, by BECKY THOMAS MONTGOMERY, Trustee, who personally
appeared before me and who is personally known to me.


Notary Public



Michael Tillman
MY COMMISSION # CC732127 EXPIRES:
May 11, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Stamp

FILED
99 APR 23 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

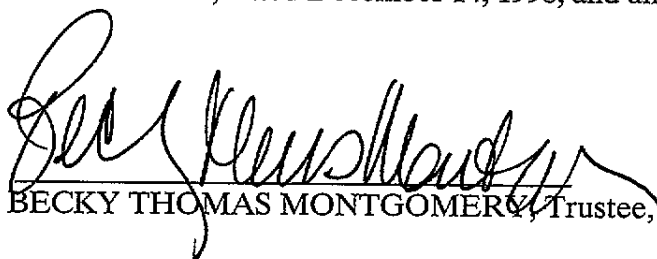
BEFORE ME, the undersigned, personally appeared BECKY THOMAS MONTGOMERY, Trustee, under the THOMCAT IRREVOCABLE MANAGEMENT TRUST dated December 14, 1998, being the sole General Partner of The THOMCAT REAL ESTATE LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The total amount of capital contributions to the Partnership made by the Limited Partners is, in the aggregate, 872207.00.
2. At this time, it is not anticipated that additional capital contributions will be made by the Limited Partners.

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.

GENERAL PARTNER:

BECKY THOMAS MONTGOMERY, sole Trustee, or her successors in trust, under the THOMCAT IRREVOCABLE MANAGEMENT TRUST, dated December 14, 1998, and any amendments thereto.


BECKY THOMAS MONTGOMERY, Trustee, General Partner

STATE OF FLORIDA

COUNTY OF ALACHUA

)
) ss.
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The foregoing Affidavit of Capital Contribution was acknowledged before me on April 20, 1999, by BECKY THOMAS MONTGOMERY, Trustee, who personally appeared before me and who is personally known to me.

Witness my hand and official seal.

Michael Tillman

Notary Public



Michael Tillman
MY COMMISSION # CC732127 EXPIRES
May 11, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Stamp