

Williams, Parker, Harrison, Dietz & Getzen

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
TRADING AT RANGEL
200 SOUTH ORANGE AVENUE
MAILING ADDRESS: P.O. BOX 3258
TALLAHASSEE, FLORIDA 32306-3258

A9900000874

WILLIAM T. HARRISON, JR.
GEORGE A. DIETZ
MONTE K. MARSHALL
JAMES L. RITCHEY
WILLIAM G. LAMBRECHT
JOHN T. BERTEAU
JOHN V. CANNON, III
CHARLES D. BAILEY, JR.
J. MICHAEL HARTENSTINE
MICHELE BOARDMAN GRIMES
JAMES L. TURNER
WILLIAM M. SEIDER
ELIZABETH C. MARSHALL
ROBERT W. BENJAMIN
FRANK STRELEC

TERRI SALT COSTA
DAVID A. WALLACE
MARK A. SCHWARTZ
RIC GREGORIA
M. LEWIS HALL, III
JEFFREY A. GREBE
JOHN L. MOORE
LINDA R. GETZEN
ELVIN W. PHILLIPS
MORGAN R. BENTLEY
SUSAN BARRETT HECKER
CAROL ANN KALISH
KIMBERLY P. WALKER
J. HUGH MIDDLEBROOKS
R. DAVID BUSTARD
R. SCOTT COLLINS

May 19, 1999

J.J. WILLIAMS, JR. (1886-1968)
W. DAVIS PARKER (1920-1982)

TELEPHONE (904) 366-4800
FACSIMILE (904) 366-5109

OF COUNSEL:
WILLIAM E. GETZEN
FRAZER F. HILDER
HUGH MCPHEETERS, JR.
WRITERS DIRECT LINE

BY CERTIFIED MAIL/RETURN RECEIPT REQUESTED
ARTICLE NUMBER Z 306 391 541

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: COLSON INVESTMENTS, LLC
COLSON INVESTMENTS, L.P.

Dear Sir/Madam:

Enclosed please find the following documents:

- An original and a copy of the Amended and Restated Articles of Organization of Colson Investments, LLC
- An original and a copy of the Supplemental Affidavit of Capital Contributions for a Limited Liability Company
- An original and a copy of the Limited Liability Company Name Consent by Colson Investments, LLC
- Duplicate originals of the Certificate of Limited Partnership of Colson Investments, L.P. and the Affidavit of Capital Contributions

Please file the Amended and Restated Articles of Organization of Colson Investments, LLC and the Supplemental Affidavit as quickly as possible. Then, using the enclosed copy, provide a certified copy and return it to our office via regular US mail.

Upon the filing of the aforementioned amendment and supplemental affidavit, please file the Certificate of Limited Partnership of Colson Investments, L.P. and the Affidavit of Capital

A99-874

Name	W. P. Veriver
Availability	W. P. Veriver
Document	W. P. Veriver
Examiner	W. P. Veriver
Verifier	W. P. Veriver
W. P. Veriver	W. P. Veriver

\$1785.00-LP
\$52.50-CC

Department of State
Division of Corporations
May 19, 1999
Page 2

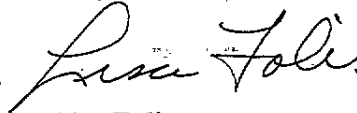
Contributions. Then, using our original, provide a certified copy and return it to our office via regular US mail.

Also enclosed are three checks made payable to the Department of State: one in the amount of \$105.00 to cover the filing fees for the amendment and certified copy; one in the amount of \$52.50 to cover the filing fees for the supplemental affidavit; and one in the amount of \$1,837.50 to cover the filing fees for the limited partnership.

If any problems should arise in connection with these transactions, please contact me immediately.

Thank you very much.

Very truly yours,



Lisa Folis
Corporate Paralegal

LAF/encls-355858

FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY NAME CONSENT

BY

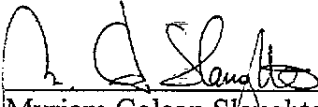
COLSON INVESTMENTS, LLC

THIS CONSENT is executed this 18th day of May, 1999 by the Manager of **Colson Investments, LLC**, a Florida limited liability company formed under the Florida Business Act on March 1, 1999 and assigned document number L99000001129 by the State of Florida (the "Company").

1. The Company consents to the use of "Colson Investments, LLC" as the name under which Colson Investments, LLC, a Florida limited partnership, will transact business in the State of Florida.

Both of the foregoing entities are owned by the same individuals, and have chosen similar names for business purposes.

Dated this 18th day of May, 1999.


Myriam Colson Slaughter
Manager

LAF-355023

FILED
39 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
COLSON INVESTMENTS, *LLC*.**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, Florida Statutes, hereby states the following:

1. The name of the limited partnership (the "Partnership") is "Colson Investments, *LLC*."
2. The mailing address and the address of the office of the Partnership are 181 Carica Road, Naples Florida 34108.
3. The name and address of the agent for service of process on the Partnership (the "Registered Agent") are Susan Barrett Hecker, Williams, Parker, Harrison, Dietz and Getzen, 200 South Orange, Avenue, Sarasota, Florida 34236.
4. The name and business address of the sole general partner are:

Colson Investments LLC
181 Carica Road
Naples, Florida 34108
5. The latest date upon which the Partnership shall dissolve is December 31, 2079.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the general partner of Colson Investments, *LLC*, by its Manager, this the 18th day of May, 1999. The execution of this certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

Colson Investments, LLC

By: _____


Myriam Colson Slaughter
Myriam Colson Slaughter
As its Manager

FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99-1127

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Colson Investments, ~~LLC~~, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned accepts appointment as Registered Agent of the Partnership and acknowledges that she is familiar with, and accepts, the obligations of that position.


Susan Barrett Hecker
Registered Agent

LAF-354780

FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

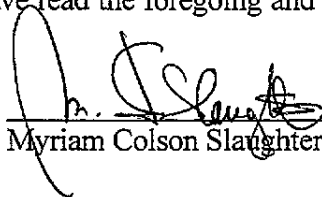
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Myriam Colson Slaughter, as the Manager of Colson Investments, LLC, a Florida limited liability company, which is the General Partner of Colson Investments, ~~LLC~~, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership by the Limited Partners is \$2,100,000.
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$-0-.

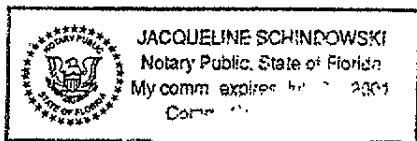
FURTHER AFFIANT SAYETH NAUGHT.

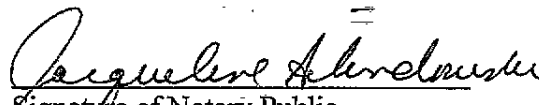
Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.


Myriam Colson Slaughter

SWORN TO AND SUBSCRIBED before me this 18th day of May, 1999 by Myriam Colson Slaughter, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

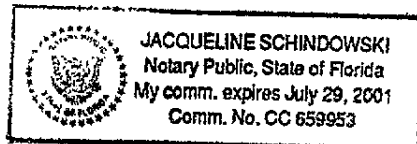
(Notary Seal)




Signature of Notary Public
Jacqueline Schindowski
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on
7-29-01

LAF-354778



FILED
99 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA