



THE UNITED STATES
CORPORATION
COMPANY

A9900000900

ACCOUNT NO. : 072100000032

REFERENCE : 263556 4732152

AUTHORIZATION :

COST LIMIT : \$ 1837.50

Patricia Pygitt

ORDER DATE : June 4, 1999

ORDER TIME : 2:56 PM

ORDER NO. : 263556-010

700002896077--4

CUSTOMER NO: 4732152

CUSTOMER: Winfield A. Gartner, Esq
GARTNER BROCK & SIMON
GARTNER BROCK & SIMON
Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: RIVERSIDE AVENUE ASSOCIATES,
LTD.

EFFECTIVE DATE:

(5)

XX 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: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -7 AM 11:52

RECEIVED
99 JUN -7 AM 8:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

BK 6/7/99

CERTIFICATE OF
LIMITED PARTNERSHIP
OF RIVERSIDE AVENUE ASSOCIATES, LTD.

The undersigned, desiring to form a limited partnership under the laws of the State of Florida, do hereby certify as follows:


1. The name of the limited partnership is Riverside Avenue Associates, Ltd.
2. The mailing address of the partnership is 601 Riverside Avenue, Building II, Suite 650, Jacksonville, Florida 32204.
3. The name and principal business address of the general partner of the partnership is Riverside Office Investors, LLC, a Florida limited liability company, 601 Riverside Avenue, Building II, Suite 650, Jacksonville, Florida 32204. *L98000003158*
4. The term for which the partnership shall exist shall commence on the date hereof and shall continue for thirty (30) years from such date, unless the partnership is sooner dissolved and terminated as provided by law or in the Agreement of Limited Partnership by which the partnership shall be governed.
5. The street address of the registered office for the partnership is 601 Riverside Avenue, Building II, Suite 650, Jacksonville, Florida 32204, and the name of the registered agent for service of process at that address is R. Lamar Shaw, Jr., who is joining in the execution hereof for the purpose of accepting the appointment as registered agent for service of process for the partnership.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 15th day of June, 1999.

General Partner:

RIVERSIDE OFFICE INVESTORS, LLC,
a Florida limited liability company

By: Skyline Realty Services, Inc.,
a Florida corporation, its manager

By: 
R. Lamar Shaw, Jr., President

Registered Agent:

By: 
R. Lamar Shaw, Jr.

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AFFIDAVIT REGARDING
CAPITAL CONTRIBUTIONS

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BEFORE ME, the undersigned authority personally appeared R. Lamar Shaw, Jr, the President of Skyline Realty Services, Inc., the manager of Riverside Office Investors, LLC, who being first duly sworn, declared as follows:


1. That Riverside Office Investors, LLC, a Florida limited liability company, is the general partner of Riverside Avenue Associates, Ltd, a Florida limited partnership.
2. The capital contributions to said limited partnership as of the date hereof total \$1,000.00.
3. It is anticipated that the limited partners will contribute an additional \$4,499,000.00 to the partnership on or prior to December 31, 1999.
4. This Affidavit is given in compliance with the provisions of Florida Revised Uniform Limited Partnership Act (1986).

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

General Partner:

RIVERSIDE OFFICE INVESTORS, LLC,
a Florida limited liability company

By: Skyline Realty Services, Inc., a
Florida corporation, its manager

By: 
R. Lamar Shaw, Jr., its President

STATE OF FLORIDA
COUNTY OF DUVAL

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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The foregoing instrument was acknowledged before me this 1st day of June, 1999, by R. Lamar Shaw, Jr., the President of Skyline Realty Services, Inc., a Florida corporation, the manager of Riverside Office Investors, LLC, a Florida limited liability company, on behalf of the company, who is either (✓) personally known to me or () has produced _____ identification.



Tristan Hoffman
Notary Public, State of Florida
Print Name: Tristan Hoffman
My Commission Expires:

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida:

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1. The name of the limited partnership is: Riverside Avenue Associates, Ltd.
2. The name and address of the registered agent and office is:

R. Lamar Shaw, Jr.
601 Riverside Avenue
Building II, Suite 650
Jacksonville, Florida 33204

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



R. Lamar Shaw, Jr.

Date: June 1, 1999