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JOHN W. DONAHOO
(1907-1993)

June 21, 1999

A99-1020

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002911782--5
-06/22/99--01031--002
*****96.25 *****96.25

Re: Orange Tree Properties, Ltd.
Certificate of Limited Partnership

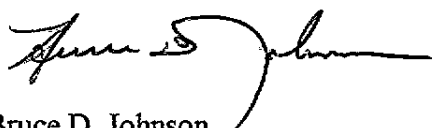
Dear Sir or Madam:

Enclosed for filing are the Certificate of Limited Partnership and Affidavit of Capital Contributions for Florida Limited Partnership for Orange Tree Properties, Ltd. Also enclosed is a check in the amount of \$96.25. The check is for payment of filing fees in the amount of \$52.50, designation of registered agent in the amount of \$35.00 and an additional \$8.75 for a certificate under seal.

Please return the certificates under seal to me at your earliest convenience.

If you have any questions, or need any additional information please do not hesitate to contact me.

Sincerely,



Bruce D. Johnson

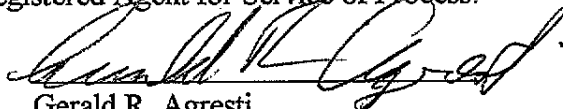
BDJ/jmc
Enclosure

FILED
JUN 22 1999
TALLAHASSEE, FLORIDA
PH 3:47

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6/24

CERTIFICATE OF LIMITED PARTNERSHIP

1. Name of Limited Partnership: ORANGE TREE PROPERTIES, LTD.
2. This partnership was converted to a Limited Partnership from a General Partnership pursuant to Florida Statutes Section 620.8902. The former name was Orange Tree Properties and the conversion was approved unanimously by its two General Partners.
3. Business address of Limited Partnership: 2000 Wells Road, Suite B, Orange Park, Florida 32073.
4. Name of Registered Agent for Service of Process: Gerald R. Agresti.
5. Address of Registered Agent: 2000 Wells Road, Suite B, Orange Park, Florida 32073.
6. Acceptance of designation as Registered Agent for Service of Process:


Gerald R. Agresti

7. Mailing address of Limited Partnership: 2000 Wells Road, Suite B, Orange Park, Florida 32073.
8. The latest date upon which the Limited Partnership is to be dissolved: December 31, 2029.
9. Names and addresses of general partners:

Gerald R. Agresti
2000 Wells Road, Suite B,
Orange Park, Florida 32073

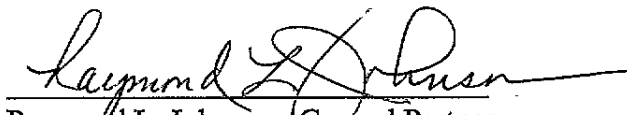
Raymond L. Johnson
2000 Wells Road, Suite B,
Orange Park, Florida 32073

Under penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 2nd day of June, 1999.

Signature of all general partners:


Gerald R. Agresti - General Partner


Raymond L. Johnson - General Partner

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of _____

ORANGE TREE PROPERTIES, LTD. _____,

a Florida Limited Partnership, certify:

That ORANGE TREE PROPERTIES, LTD. was converted to a Limited Partnership from a General Partnership pursuant to Florida Statutes Section 620.8902.


The amount of capital contributions to date of the limited partners is \$ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 0.

Signed this 2nd day of June, 1999.

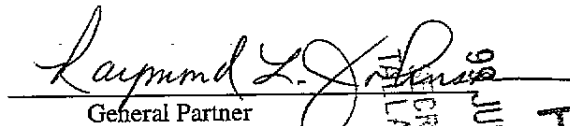
FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


General Partner
GERALD R. AGRESTI

General Partner

General Partner


General Partner
RAYMOND L. JOHNSON

General Partner

General Partner

FILED
JUN 22 PM 3:48
CLERK OF STATE
TALLAHASSEE FLORIDA