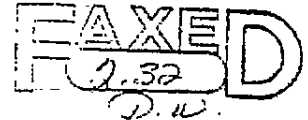


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From:

Account Name : BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.
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 Phone : (941) 748-0100
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FLORIDA LIMITED PARTNERSHIP

F.P. Shone SC, Ltd.

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AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP OF F. P. SHONE SC, LTD.

The undersigned General Partner, after being duly sworn, does hereby execute this Affidavit and Certificate of Limited Partnership pursuant to § 620.108, Fla. Stat., in order to create and form a limited partnership to exist in accordance with the provisions of Chapter 620, Fla. Stat., as amended, and hereby states as follows:

1. The name of the limited partnership is F. P. SHONE SC, LTD. The agent for service of process on the limited partnership shall be BLALOCK, LANDERS, WALTERS & VOGLER, P.A., whose office address is 802 11th Street West, Bradenton, FL 34205.

2. The name and address of the General Partner is as follows:

999-58177
F. P. SHONE CORP.
c/o Southern Management & Development, L.P.
21301 Powerline Road, Suite 312
Boca Raton, FL 33433

3. The mailing address for the limited partnership is: F. P. SHONE SC, LTD., c/o Southern Management & Development, L.P., P.O. Box 11229, Knoxville, TN 37939, and the street address of the principal office of the limited partnership is: F. P. SHONE SC, LTD., c/o Southern Management & Development, L.P., 21301 Powerline Road, Suite 312, Boca Raton, FL 33433.

4. The latest date upon which the limited partnership is to dissolve is December 31, 2049.

5. All of the capital of the limited partnership has been or will be contributed in the form of cash by the general partners and the limited partners. At the time of formation, the amount of capital contributed by the limited partners is \$0.00, and the amount of additional capital anticipated to be contributed by the limited partners is \$440,000.00, for a total of \$440,000.00.

IN WITNESS WHEREOF, this Affidavit and Certificate is executed this 1st day of July, 1999.

WITNESSES:

Richard A. Newman
Richard A. Newman
Martha Robins
Martha Robins

F. P. SHONE CORP., a Florida corporation

By: [Signature]
Print Name: STEVEN J. [Signature]
Its: Vice President

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

BLALOCK, LANDERS, WALTERS & VOGLER, P.A., a
Florida professional service corporation, Registered Agent

By: [Signature]
Print Name: Bartina Ann Held
Its: Vice President

Prepared By:
Stephen J. Gravo de Peralta, Esq.
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West, Bradenton, FL 34205
(941) 748-0100
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