

TRANSMITTAL LETTER

A99000001227

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

SUBJECT: Dixon Partners, Ltd.
(Proposed corporate name - must include suffix)

200002940692--1
-07/26/99--01005--003
***241.50 ***241.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Sarah D. Vandagriff
Name (Printed or typed)

P.O. Box 4235
Address

9948

99300004597

Ormond Beach, FL 32175
City, State & Zip

(904) 672-9080
Daytime Telephone number

RECEIVED
99 JUL 26 AM 8:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

mx

7/28/99

NOTE: Please provide the original and one copy of the articles.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 28 PM 1:55

CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 28 PM 1:55

ARTICLE I

The name of the Limited Partnership shall be:

Dixon Investors, Ltd.

ARTICLE II

The address of the Limited Partnership is: 101 Seabreeze Boulevard, Suite 105, Daytona Beach, FL 32118, and the name and address of its agent for service of process is: William E. Loucks, 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118.

ARTICLE III

The name and business address of the General Partner is: Vanguard Commercial Realty, Inc., 101 Seabreeze Blvd., #105, Daytona Beach, FL 32118.

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ARTICLE IV

The mailing address for the Limited Partnership is:
101 Seabreeze Blvd., #105, Daytona Beach, FL 32118.

ARTICLE V

The latest date upon which the Limited Partnership is to dissolve is July 31, 2030.

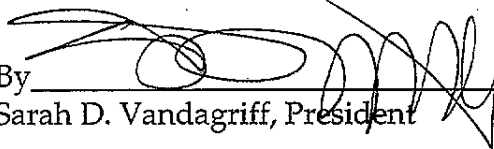
IN WITNESS WHEREOF, the undersigned has executed the foregoing

Certificate of Limited Partnership on this 26th day of July, 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 28 PM 1:55

GENERAL PARTNER:

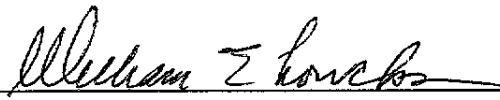
Vanguard Commercial Realty, Inc.

By  _____
Sarah D. Vandagriff, President

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Dixon Investors, Ltd., which is contained in the foregoing Certificate of Limited Partnership.

DATED this 26 day of July, 1999.



William E. Loucks
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF VOLUSIA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 28 PM 1:55

BEFORE ME, the undersigned, constituting the general partner of Dixon Investors, Ltd., a Florida Limited Partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$22,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$22,000.00.

Dated this 26th day of July, 1999.

FURTHER AFFIANT SAYETH NOT.


Under the 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.



Sarah D. Vandagriff, President of
Vanguard Commercial Realty, Inc.

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 26th day of July, 1999, by Sarah D. Vandagriff, President of Vanguard Commercial Realty, Inc., a Florida corporation, the sole General Partner of Dixon Investors, Ltd. She is personally known to me.



Notary Name: _____
Notary Public, State of Florida
My Commission expires: _____

