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JACOBS & ASSOCIATES, P.A.

ATTORNEYS AT LAW

401 CENTRE STREET
THE HISTORIC POST OFFICE BUILDING
SECOND FLOOR

FERNANDINA BEACH, FLORIDA 32034

ARTHUR I. JACOBS
OF COUNSEL
E. CLINCH KAVANAUGH

TELEPHONE (904) 261-3693

FAX NO. (904) 261-7879

July 30, 1999

MAILING ADDRESS

POST OFFICE BOX 1110

FERNANDINA BEACH, FL 32035-1110

State of Florida
Department of State
Limited Partnership Division
P.O. Box 6327*
Tallahassee, FL 32314

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800002947628--2
-08/02/99-01109-005
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W99-18114

Dear Sir:

Enclosed are two originals and one copy of Certificate of Limited Partnership for Sea Villas Limited Partnership, together with our firm's check in the amount of \$ 140.00 in payment of filing fees and certified copy fees for one certified copy.

Please file the first original and return the Certificate of Authority and the two certified copies to the above address.

Sincerely,

Arthur I. Jacobs
Arthur I. Jacobs

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DEPARTMENT OF STATE

Encl.

* For express mail or hand delivery of documents, the address is
409 E. Gaines St., Tallahassee, FL 32301.

mtk
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 5, 1999

JACOBS & ASSOCIATES PA
401 CENTRE STREET
THE HISTORIC POST OFFICE BLDG 2ND FL
FERNANDINA BEACH, FL 32034

SUBJECT: SEA VILLAS LIMITED PARTNERHIP
Ref. Number: W99000018114

We have received your document for SEA VILLAS LIMITED PARTNERHIP and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 599A00039678

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General Partner - Yonnie

CERTIFICATE OF LIMITED PARTNERSHIP
of
SEA VILLAS LIMITED PARTNERSHIP

This Limited Partnership Agreement made this 29th
day of July, 1978, between LAUREL ONE CORPORATION ("General
Partner") and MATTHEW SOLANA ("Limited Partners");

WITNESSETH:

ARTICLE I—FORMATION OF PARTNERSHIP

The parties agree to enter into this partnership to be formed under §620, Florida Statutes, which shall govern the rights and liabilities of the parties except as expressed below.

ARTICLE II—NAME, PRINCIPAL OFFICE, AND
MAILING ADDRESS

The business of the partnership shall be conducted under the name of SEA VILLAS LIMITED PARTNERSHIP. The principal office and the address of the Registered Agent for service of process shall be 401 Centre Street, Second Floor, Fernandina Beach, Florida 32034.

ARTICLE III — NATURE OF BUSINESS

1. To purchase, lease, or otherwise acquire, sell, sublease or otherwise dispose of properties of every kind and nature, to operate a business in or expand any properties acquired, to manage businesses located on properties not owned by the Partnership, and generally to engage in the business of dealing in investment properties.
2. To conduct business, hold, mortgage, sell, convey, lease or otherwise dispose of real or personal property including franchises, patents, copyrights, trademarks, and licenses of the State of Florida, and in all other states and countries.
3. To contract debts and borrow money, issue, sell, or place bonds, debentures, notes and other evidences of debt, and execute mortgages, transfers of Partnership property, or other instruments to secure the payment of Partnership indebtedness.
4. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of capital stock, bonds, securities, or other evidences of indebtedness created by any person, firm or corporation, and while the owner of such stock, exercise all of the rights, powers, and privileges of ownership, including the right to vote the stock.
5. To purchase the assets of any other person, firm, or corporation and engage in the same or other character of business.
6. To enter into, make, and perform contracts for any lawful purpose pertaining to the business of the Partnership without limit as to amount, with any person, firm, syndicate,

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TALLAHASSEE, FLORIDA

association, corporation, or governmental entity, domestic or foreign.

7. To exercise all the powers of like partnerships confirmed by the laws of the State of Florida. The purposes listed above shall not limit or restrict this Partnership.

ARTICLE IV—

NAME, ADDRESS, AND CONTRIBUTION OF GENERAL PARTNER

The name and address of the General Partner is LAUREL ONE CORPORATION.

IN WITNESS WHEREOF, we, and each of us, have signed this Certificate this 24th day of July, 1999.

Boyd Hipp
Boyd Hipp, President
LAUREL ONE CORPORATION
General Partner

BEFORE ME, the undersigned authority, personally appeared Boyd Hipp, President of LAUREL ONE CORPORATION, known to me to be the person named as General Partner and who executed the foregoing Certificate of Limited Partnership and he acknowledged before me that he executed the same for the purposes therein set forth.

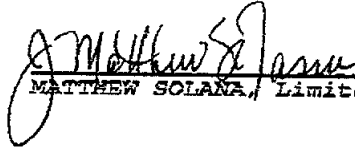
IN WITNESS WHEREOF, I have set my hand and seal this 29 day of July, 1999.

Sandra K. Roggens
NOTARY PUBLIC, State of Florida
at Large

My commission expires: 9/13/00

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NOTARY PUBLIC

Insert Names and signatures of Limited Partners as Below: MATTHEW SOLANA.


MATTHEW SOLANA, Limited

Partner

BEFORE ME, the undersigned authority, personally appeared MATTHEW SOLANA, known to me to be the persons named as Limited Partners and who executed the foregoing Certificate of Limited Partnership and they acknowledged before me that they executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and seal this 29 day of July, 1999.


Sandra K. Scroggs
NOTARY PUBLIC, State of Florida S.C.
at Large

My commission expires:

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In compliance with Sections 48.091 and 620.105, Florida Statutes, the following is submitted:

FIRST: That SEA VILLAS LIMITED PARTNERSHIP, desiring to organize or qualify as a limited partnership under the laws of the State of Florida, with its principal place of business at 401 Centre Street, Second Floor, has named ARTHUR I. JACOBS, ESQUIRE, as its agent to accept service of process within Florida.

Dated: July 29th 1999

[Signature]
Boyd Hipp, President
LAUREL ONE CORPORATION,
General Partner

Having been named to accept service of process for the above named Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

[Signature]
Arthur I. Jacobs,
Registered Agent

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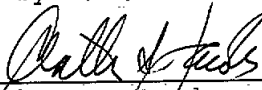
In compliance with Sections 48.091 and 620.105, Florida Statutes, the following is submitted:

FIRST: That SEA VILLAS LIMITED PARTNERSHIP, desiring to organize or qualify as a limited partnership under the laws of the State of Florida, with its principal place of business at 401 Centre Street, Second Floor, has named ARTHUR I. JACOBS, ESQUIRE, as its agent to accept service of process within Florida.

Dated: _____

Boyd Hipp, President
LAUREL ONE CORPORATION,
General Partner

Having been named to accept service of process for the above named Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Arthur I. Jacobs,
Registered Agent

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF NASSAU

BEFORE ME, the undersigned authority, personally appeared BOYD HIPP, President of LAUREL ONE CORPORATION, General Partner of SEA VILLAS LIMITED PARTNERSHIP, who after being duly sworn, deposes and says:

1. That he is the General Partner of SEA VILLAS LIMITED PARTNERSHIP, a Florida limited partnership, and his business address is Post Office Box 1800, Charleston, South Carolina 29402

Boyd 2. The initial amount contributed to the partnership by the General Partner is ONE THOUSAND Dollars (\$1,000.00) and that he shall make additional capital contributions as follows:

Date Amount Purpose

3. The names, addresses, and amount contributed by the Limited Partners is as follows:

<u>Limited Partner</u>	<u>Address</u>	<u>Initial Contribution</u>
MATTHEW SOLANA	Post Office Box 2926 Savannah, Georgia 31402	1,000.00

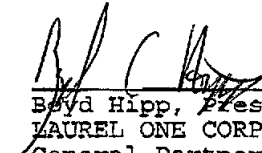
Each of the Limited Partners shall make additional capital contributions to the Partnership as follows:

Date Amount Purpose
 N/A

4. Nothing in the Partnership Agreement shall require any Limited Partner to make total capital contributions in excess of \$25,000.

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5. The liability of any Limited Partner for any debts or obligations of or to the Partnership at any time shall be limited to the amount then contributed by him to the capital of the Partnership and his share in the undistributed net profits.
FURTHER AFFIANT SAYETH NOT.


Boyd Hipp, President
LAUREL ONE CORPORATION,
General Partner

Sworn to and subscribed before me
this 29 day of July, 1999.


Sandra K. Cogges, C.
NOTARY PUBLIC, State of Florida
at Large

My commission expires: 9/13/00

FILED
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