



THE UNITED STATES CORPORATION COMPANY

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FILED STATEMENTS SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS 98 APR 17 AM 9:43

ACCOUNT NO. : 072100000032

REFERENCE : 785719 4309406

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 17, 1998

ORDER TIME : 11:14 AM

ORDER NO. : 785719-005

CUSTOMER NO: 4309406

CUSTOMER: John I. Van Voris, Esq SHACKLEFORD FARRIOR STALLINGS & EVANS P. O. Box 3324

Tampa, FL 33601

000002492460--7 -04/17/98--01066--027 ***1837.50 ***1837.50

DOMESTIC FILING

NAME: 1996 GALBRAITH OIL AND GAS PARTNERSHIP, LTD

EFFECTIVE DATE:

(5)

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: Robert Maxwell

EXAMINER'S INITIALS:

91 APR 17 PM 12:07 DIVISION OF CORPORATIONS

B/K 4/17/98

**CERTIFICATE OF LIMITED PARTNERSHIP OF
1996 GALBRAITH OIL AND GAS PARTNERSHIP, LTD.
a Florida limited partnership**

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The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Part I of Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is 1996 GALBRAITH OIL AND GAS PARTNERSHIP, LTD.

2. The address of the office of the Partnership is CNL Building, 400 East South Street, Orlando, Florida 32801.

3. The name and address of the agent for service of process on the Partnership is James C. Galbraith, CNL Building, 400 East South Street, Orlando, Florida 32801.

4. The names and business addresses of the general partners are as follows:

James C. Galbraith
CNL Building
400 East South Street
Orlando, Florida 32801

The Galbraith Management
Company, Inc. 698955
CNL Building
400 East South Street
Orlando, Florida 32801

5. The mailing address of the Partnership is CNL Building, 400 East South Street, Orlando, Florida 32801.

6. The latest date upon which the Partnership shall dissolve is March 31, 2026.

7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by any one of the general partners.

The execution of this Certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partners of 1996 Galbraith Oil and Gas Partnership, Ltd. this 9th day of April, 1998.

GENERAL PARTNERS:

James C. Galbraith
James C. Galbraith

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THE GALBRAITH MANAGEMENT
COMPANY, INC.

By: James C. Galbraith
James C. Galbraith, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of April, 1998 by James C. Galbraith, as the individual general partner and as President of The Galbraith Management Company, Inc., the corporate general partner of the 1996 Galbraith Oil and Gas Partnership, Ltd., a Florida limited partnership, who is personally known to me, or who has produced the following identification: _____ (check one).

Phyllis A. Bell
Name: _____ (print)
NOTARY PUBLIC
Commission No.: _____
Commission Expiration Date: _____



PHYLLIS S BELL
My Commission CG371274
Expires Jul. 22, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for 1996 Galbraith Oil and Gas Partnership, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

James C. Galbraith
James C. Galbraith

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STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Acceptance of Appointment as Registered Agent was acknowledged before me this 7th day of April, 1998 by James C. Galbraith, who is personally known to me, or who has produced the following identification: _____ (check one).

Phyllis A. Bell
Name: _____ (print)
NOTARY PUBLIC
Commission No.: _____
Commission Expiration Date: _____



PHYLLIS S BELL
My Commission CC371274
Expires Jul. 22, 1998
Bonded by HAI
800-422-1555

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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Under penalties of perjury, the undersigned General Partners of 1996 Galbraith Oil and Gas Partnership, Ltd., a Florida limited partnership (the "Partnership") hereby swear and affirm that the total amount of capital contributed by the limited partners of the Partnership is \$410,000. No additional limited partner contributions are anticipated.

IN WITNESS WHEREOF, this Affidavit of Capital Contribution has been executed by the general partners of 1996 Galbraith Oil and Gas Partnership, Ltd. this 17th day of April, 1998.

James C. Galbraith
JAMES C. GALBRAITH, General Partner

**THE GALBRAITH MANAGEMENT
COMPANY, INC., General Partner**

By: James C. Galbraith
James C. Galbraith, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Affidavit of Capital Contribution was acknowledged before me this 17th day of April, 1998 by James C. Galbraith, who is personally known to me, or who has produced the following identification: _____ (check one).



PHYLLIS S BELL
My Commission CC371274
Expires Jul. 22, 1998
Bonded by HAI
800-422-1555

Phyllis S. Bell
Name: _____ (print)
NOTARY PUBLIC
Commission No.: _____
Commission Expiration Date: _____