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LAW OFFICES

AMARI & THERIAC, P.A.

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March 26, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200002480152-2
-04/06/98-01102-008
***1785.00 ***1785.00

RE: Eberwein Parks Partnership, Ltd.

Ladies and Gentlemen:

Enclosed are the original and one copy of the Certificate of Limited Partnership for the above-referenced limited partnership, together with our trust account check payable to the Florida Department of State in the amount of \$1,785.00 representing payment of the following:

Filing Fee	\$1,750.00
Registered Agent Designation	\$ 35.00

Please file the enclosed certificate and return a stamped copy of same to the undersigned. If you have any questions, please call. Thank you for your assistance in this matter.

Very truly yours,

AMARI & THERIAC, P.A.

Penny W. Bell
Penny W. Bell

Certified Legal Assistant/Paralegal

98 APR 17 PM 12:45
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc: Mrs. Virginia D. Eberwein (w/out encl.)

partnerships\eberwein rentals



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 8, 1998

PENNY W. BELL
AMARI & THERIAC, P.A.
P.O. BOX 1807
COCOA, FL 32923-1807

SUBJECT: EBERWEIN PARKS PARTNERSHIP, LTD.
Ref. Number: W98000007856

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for EBERWEIN PARKS PARTNERSHIP, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 198A00018721

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
EBERWEIN PARKS PARTNERSHIP, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the Florida Revised Uniform Limited Partnership Act and being duly sworn does certify as follows:

1. The name of the Partnership is the **EBERWEIN PARKS PARTNERSHIP, LTD..**
2. The principal place of business of the Partnership is located at 123 West King Street, Orlando, Florida 32804. The name of the Registered Agent of the Partnership at such address is **WALLACE P. EBERWEIN.**

3. The name and business address of the general partners are as follows:

Virginia D. Eberwein, Trustee
of the Virginia D. Eberwein
Trust Dated December 20, 1995
Post Office Box 477
Cape Canaveral, Florida 32920

Elizabeth E. Folcarelli
2960 North Tropical Trail
Merritt Island, Florida 32952

Wallace P. Eberwein
123 West King Street
Orlando, Florida 32804

Rosemary E. Wyatt
2403 Kathi-Kim Street
Cocoa, Florida 32926

4. The mailing address of the Partnership is 123 West King Street, Orlando, Florida 32804.

5. The Partnership's existence shall begin upon the filing of this Certificate with the Department of State of Florida and shall continue until 12:00 o'clock noon on December 31, 2028,

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TALLAHASSEE, FLORIDA

unless sooner terminated pursuant to the terms of the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Certificate as General Partners this February 25, 1998.

WITNESSES:

GENERAL PARTNERS:

Richard S. Amari
Print Name: Richard S. Amari

Penny W. Bell
Print Name: Penny W. Bell

Richard S. Amari
Print Name: Richard S. Amari

Penny W. Bell
Print Name: Penny W. Bell

Richard S. Amari
Print Name: _____

Penny W. Bell
Print Name: _____

Alita Allington
Print Name: Alita Allington

Penny W. Bell
Print Name: Penny W. Bell

Virginia D. Eberwein
VIRGINIA D. EBERWEIN, TRUSTEE
OF THE VIRGINIA D. EBERWEIN
TRUST DATED DECEMBER 20, 1995

Wallace Eberwein
WALLACE P. EBERWEIN

Elizabeth E. Folcarelli
ELIZABETH E. FOLCARELLI

Rosemary E. Wyatt
ROSEMARY E. WYATT

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TALLAHASSEE
FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this February 25, 1998, by **VIRGINIA D. EBERWEIN** and **WALLACE P. EBERWEIN**, who are personally known to me, who have produced sufficient identification, and who did take an oath.

Lora S Jones
NOTARY PUBLIC



LORA S JONES
My Commission CC384675
Expires Jul. 07, 1998

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this February 25th, 1998, by **ELIZABETH E. FOLCARELLI**, who is personally known to me, or who has produced sufficient identification, and who did take an oath.

Lora S Jones
NOTARY PUBLIC



LORA S JONES
My Commission CC384675
Expires Jul. 07, 1998

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this February 26, 1998, by **ROSEMARY E. WYATT**, who is personally known to me, or who has produced sufficient identification, and who did take an oath.

Penny W. Bell
NOTARY PUBLIC



Penny W Bell
My Commission CC603098
Expires November 21, 2000

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this February 25th, 1998,
by **ELIZABETH E. FOLCARELLI**, who is personally known to me, or who has produced
sufficient identification, and who did take an oath.

Lora S Jones
NOTARY PUBLIC



LORA S JONES
My Commission
Expires Jul. 07, 1998

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this February 26, 1998,
by **ROSEMARY E. WYATT**, who is personally known to me, or who has produced sufficient
identification, and who did take an oath.

Penny W Bell
NOTARY PUBLIC



Penny W Bell
My Commission CC603098
Expires November 21, 2000

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TALLAHASSEE, FLORIDA

AFFIDAVIT

The undersigned, being the General Partners of **EBERWEIN PARKS PARTNERSHIP, LTD.**, a Florida limited partnership, hereby certify that the General Partners and the Limited Partners of the Partnership will be contributing certain property to the Partnership, the value of which is \$770,000.00. A total capital contribution of \$770,000.00 is anticipated.

Virginia D. Eberwein
**VIRGINIA D. EBERWEIN, AS
TRUSTEE OF THE VIRGINIA D.
EBERWEIN TRUST DATED
DECEMBER 20, 1995**

Elizabeth E. Folcarelli
ELIZABETH E. FOLCARELLI

Wallace P. Eberwein
WALLACE P. EBERWEIN

Rosemary E. Wyatt
ROSEMARY E. WYATT

FILED
98 APR 17 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this February 25, 1998, by **VIRGINIA D. EBERWEIN and WALLACE P. EBERWEIN**, who are personally known to me or who have produced sufficient identification, and who did take an oath.

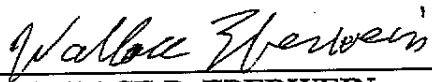
Lora S. Jones
NOTARY PUBLIC



LORA S JONES
My Commission CC384675
Expires Jul. 07, 1998

CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

Pursuant to Section 48.061, Florida Statutes, I hereby accept the foregoing designation as registered agent of **EBERWEIN PARKS PARTNERSHIP, LTD., a Florida limited partnership**, for service of process within the State of Florida at 123 King Street, Orlando, Florida 32804.



WALLACE P. EBERWEIN

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TALLAHASSEE, FLORIDA