

A98000001542



ACCOUNT NO. : 072100000032

REFERENCE : 868068 4381472

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 148.75

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 24 PM 3:14

ORDER DATE : June 24, 1998

ORDER TIME : 1:55 PM

ORDER NO. : 868068-005

CUSTOMER NO: 4381472

CUSTOMER: Ms. Michelle Jawyn
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

000002571690--3

DOMESTIC FILING

NAME: CED ARBOR POINTE II, LTD.

EFFECTIVE DATE:

(4)

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
98 JUN 24 PM 3:28
DIVISION OF CORPORATIONS

Byk 6/24/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 PM 3:14

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

CED ARBOR POINTE II, LTD.

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of CED ARBOR POINTE II, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

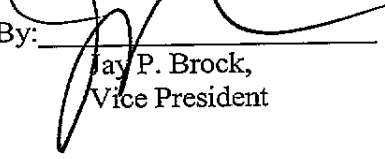
1. The name of the Partnership shall be CED ARBOR POINTE II, LTD. (the "Partnership").
2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
3. The name and initial business address of the General Partner is:

CED CAPITAL HOLDINGS IVB, LTD., a Florida limited partnership
1551 Sandspur Road
Maitland, Florida 32751 *A95-00000744*
4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.
6. This Certificate has been executed by the undersigned as of the *19th* day of June, 1998.

GENERAL PARTNER:

CED CAPITAL HOLDINGS IVB, LTD., a Florida limited partnership

By: CED Capital Holdings IVB, Inc., its managing general partner


By: 
Jay P. Brock,
Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for CED ARBOR POINTE II, LTD, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By: _____


Douglas E. Starcher,
Vice President

Dated this _____ day of June, 1998.

FILED
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DIVISION OF CORPORATIONS
98 JUN 11 PM 2:44

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 24 PM 3:44

**AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS**

The undersigned being the sole general partner of CED ARBOR POINTE II, LTD. and, being duly sworn, does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of CED ARBOR POINTE II, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

CED CAPITAL HOLDINGS IVB, LTD., a Florida limited partnership

By: CED Capital Holdings IVB, Inc., a Florida corporation, its managing general partner

By: *Jay P. Brock*
Jay P. Brock, Vice President

Dated this 19th day of June, 1998.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of June, 1998, by Jay P. Brock, as Vice President of CED Capital Holdings IVB, Inc., a Florida corporation, as managing general partner of CED Capital Holdings IVB, Ltd. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Wanda L. Huntley (Signature of Notary Public)

WANDA L. HUNTLEY (Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____ My commission expires:

