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Reply To: Cocoa P.O. Box

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96 Willard Street, Suite 302
P.O. Box 1807
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*Admitted PA, VA, TN only

July 22, 1998

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

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-07/24/98--01062--003
***1837.50 ***1837.50

RE: PALM BAY WEST, LTD.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the proposed Certificate of Limited Partnership for the above named limited partnership, Affidavit, Certificate of Acceptance of Registered Agent, and a check in the amount of \$1,837.50 to cover the following:

Filing Fee	\$ 1,750.00
Certified copy of Certificate of Limited Partnership	52.50
Registered Agent Designation	35.00
	<u>\$ 1,837.50</u>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 PM 12:15

After these documents have been filed, please return a certified copy to the undersigned at the post office box noted above.

If you have any questions concerning the foregoing, please do not hesitate to contact us.

Sincerely,

David M. Presnick
David M. Presnick

Enclosures
cc: Michael Selig (w/o enc)

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

639-1839
06/24/98
A98-1839



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 24, 1998

DAVID M. PRESNICK
AMARI & THERIAC, P.A.
P.O. BOX 1807
COCOA, FL 32923-1807

SUBJECT: PALM BAY WEST, LTD.
Ref. Number: W98000016926

We have received your document for PALM BAY WEST, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 298A00039307

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

TOWN CENTER PARTNERS, LTD.

The undersigned, desiring to form a limited partnership in accordance with the Florida Revised Uniform Limited Partnership Act (1986) and the Revised Uniform Partnership Act of 1995 (the "Partnership Acts") and being duly sworn does certify as follows:

1. The name of the Partnership is TOWN CENTER PARTNERS, LTD.

2. The principal place of business of the Partnership is located at 200 Willard Street, Cocoa, Florida 32922. The name of the registered agent of the Partnership at such address is Michael Selig.

3. The name and address of the general partner is as follows:

Palm Bay Development Corporation
200 Willard Street
Cocoa, Florida 32922

4. The mailing address of the Partnership is 200 Willard Street, Cocoa, Florida 32922.

5. The Partnership's existence shall begin upon the issuance of a Certificate of Authority to do Business by the State of Florida and shall continue until 12:00 o'clock noon on January 1, 2030, unless sooner terminated pursuant to the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned executed this Certificate as the General Partner this 13th day of July, 1998.

Witnesses:

"GENERAL PARTNER"

**PALM BAY DEVELOPMENT
CORPORATION**, a Florida corporation

Barbara Steele
Greg P.

Ben Jeffries
Ben Jeffries, President

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DIVISION OF CORPORATIONS
JUL 30 PM 12:15

Barbara Steele

Cory P.

Michael Selig, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13th day of July, 1998, by Ben Jefferies and Michael Selig, who are known to me to be the President and Secretary, respectively, of Palm Bay Development Corporation, and who did take an oath.

Donna Watkins
NOTARY PUBLIC

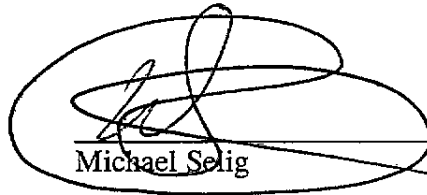


Donna Watkins
My Commission CC584047
Expires Oct. 08, 2000

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DIVISION OF CORPORATIONS
98 JUL 30 PM 12:15

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 TOWN CENTER
PARTNERS, LTD. for service of process within the State of Florida
at 200 Willard Street, Cocoa, Florida 32922.


Michael Selig

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AFFIDAVIT

The undersigned, being the General Partner of **TOWN CENTER PARTNERS, LTD.**, a Florida limited partnership, hereby certifies that the limited partners of the Partnership will be contributing certain property to the Partnership, the value of which is \$ 50,000.00. An additional \$3,000,000.00 is anticipated.

Witnesses:

"GENERAL PARTNER"

PALM BAY DEVELOPMENT CORPORATION, a Florida corporation

Barbara Steele

Doug R.

Barbara Steele

Doug R.

Ben Jefferies
Ben Jefferies, President

Michael Selig
Michael Selig, Secretary

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA
COUNTY OF BREVARD

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Donna Watkins
NOTARY PUBLIC



Donna Watkins
My Commission CC584047
Expires Oct. 08, 2000