

A98000002538



ACCOUNT NO. : 072100000032

REFERENCE : ~~029153~~ 4381472

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 148.75

ORDER DATE : November 11, 1998

ORDER TIME : 9:51 AM

ORDER NO. : 029153-020

CUSTOMER NO: 4381472

700002685657--8

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: SEMINOLE CO. STATE ROAD 46,
LTD.

EFFECTIVE DATE:

 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: Robert Maxwell

EXAMINER'S INITIALS:

RM
11/12/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 12:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 AM 10:37

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 12:50

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SEMINOLE CO. STATE ROAD 46, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of SEMINOLE CO. STATE ROAD 46, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be SEMINOLE CO. STATE ROAD 46, 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 IX, LTD., a Florida limited partnership
1551 Sandspur Road
Maitland, Florida 32751

A97000002481

4. The initial mailing address of the limited partnership is 1551 Sandspur Road, Maitland, Florida 32751.

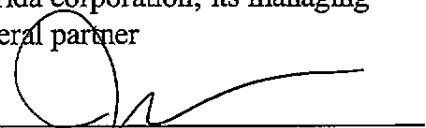
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.

This Certificate has been executed by the undersigned as of the 9th day of November, 1998.

GENERAL PARTNER:

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


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

By: 
Jay F. Brock
Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for SEMINOLE CO. STATE ROAD 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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 NOV 12 4 50 PM '98

Dated this 10th day of November, 1998.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED STATE SECRETARY OF CORPORATIONS
98 NOV 19 2 50 PM

The undersigned being all of the general partners of SEMINOLE CO. STATE ROAD 46, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of SEMINOLE CO. STATE ROAD 46, 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 IX, LTD.,
a Florida limited partnership

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

By: Jay P. Brock
Vice President

Dated this 9th day of November, 1998.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of November, 1998, by Jay P. Brock, as Vice President of CED Capital Holdings IX, Inc., a Florida corporation, as managing general partner of CED Capital Holdings IX, Ltd. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Peggy A. Baker
(Signature of Notary Public)



Peggy A Baker
My Commission CC603976
Expires November 25, 2000

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