



THE UNITED STATES
CORPORATION
COMPANY

A98000002814

ACCOUNT NO. : 072100000032

REFERENCE : 073312 4381472

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 140.00

ORDER DATE : December 21, 1998

ORDER TIME : 11:44 AM

ORDER NO. : 073312-025

900002717569--5

CUSTOMER NO: 4381472

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

DOMESTIC FILING

NAME: VALENCIA VILLAGE PARTNERS,
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
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

NR

12/21/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 PM 4: 04

FILED
98 DEC 21 PM 2: 00
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VALENCIA VILLAGE PARTNERS, LTD.**

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

1. The name of the Partnership shall be VALENCIA VILLAGE PARTNERS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 5920 Roswell Road, Suite B107-184, Atlanta, Georgia 30328.

3. 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.

4. The name and initial business address of the General Partner is:

NUROCK CORPORATION, a Georgia corporation authorized to transact
business in the State of Florida
5920 Roswell Road, Suite B107-184
Atlanta, Georgia 30328.

5. The initial mailing address of the limited partnership is Post Office Box 4961, Orlando, Florida 32802-4961.

4. 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 17th day of December, 1998.

GENERAL PARTNER:

NUROCK CORPORATION, a Georgia
corporation

By: _____

Robert G. Hoskins, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for VALENCIA VILLAGE PARTNERS, 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: _____

Randal M. Alligood
Vice President

Dated this 17th day of December, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 PM 4:04

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of VALENCIA VILLAGE PARTNERS 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 VALENCIA VILLAGE PARTNERS, 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:

NUROCK CORPORATION, a Georgia corporation

By:

Robert G. Hoskins President

Dated this 17th day of December, 1998.

STATE OF GEORGIA
COUNTY OF DeKalb

The foregoing instrument was acknowledged before me this _____ day of December, 1998, by Robert G. Hoskins, as President of NuRock Corporation, a Georgia corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Michelle L. Settle
(Signature of Notary Public)

Michelle L. Settle
(Typed name of Notary Public)

Notary Public, State of Georgia

Commission No. _____

My commission expires: _____

Notary Public, DeKalb County, Georgia
My Commission Expires April 29, 2002