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FLORIDA LIMITED PARTNERSHIP

Gallery of Avalon Island, Ltd.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$175.00

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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, acting as former of a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), adopts and swears to the following certificate for such limited partnership.

FIRST: The name of the limited partnership is GALLERY OF AVALON ISLAND, Ltd.

SECOND: The purpose of the limited partnership is to: acquire, develop, own, manage, rent, and sale real estate, improved and unimproved, in Florida and any other business which it is lawful and proper for a limited partnership to conduct in the State of Florida.

THIRD: The location of the limited partnership's principal place of business is as follows:

75 West Holden Avenue  
Orlando, Florida 32839

The mailing address of the limited partnership  
P.O. Box 560846, Orlando, Florida 32856-0846.

FOURTH: The name and address of the General Partner and the Partnership is as follows:

*H99000056991*  
Merlin of Orlando, Inc.  
75 West Holden Avenue  
Orlando, Florida 32839

FIFTH: The term for which the partnership is to exist is until December 31, 2050.

SIXTH: The address of the registered office in the State of Florida is 413 Virginia Drive, in the City of Orlando, County of Orange. The name of the registered agent at such address is MOTOLAW, INC.

Prepared by David A. Webster, Esq.  
David A. Webster, P.A.  
413 Virginia Drive  
Orlando, FL 32803  
(407) 895-1666  
Fla. Bar No. 0291528

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IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 28<sup>th</sup> day of June, 1999.

Witnesses:

[Signature]

[Signature] (SEAL)  
Ford W. Kiene, President,  
Merlin of Orlando, Inc.,  
General Partner

[Signature]

CONSENT

Having been named to accept service of process and serve as registered agent for the above-stated Limited Partnership, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states it is familiar with §607.105, Florida Statutes.

MOTOLAW, INC.

By: [Signature]  
David A. Webster,  
Vice-President

Dated: 28 June, 1999

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

BEFORE ME, the undersigned authority, personally appeared Ford W. Kiene, the President of Merlin of Orlando, Inc., the sole General Partner of GALLERY AT AVALON ISLAND, Ltd. (the "Partnership"), pursuant to Florida Statutes Section 620.108 and after having been duly sworn, hereby affirms the following:

- 1. The actual amount of cash contributed to date of the limited partner(s) is: approximately \$20,000
- 3. The agreed value of any property other than cash contributed is: \$zero
- 4. The total amount of cash or property anticipated to be contributed by the limited partner(s) at his time is: approximately \$20,000

**FURTHER AFFIANT SAYETH NOT.**

Under the penalties I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated: 28<sup>th</sup> day of June, 1999.


GALLERY AT AVALON ISLAND, Ltd.



Ford W. Kiene, President, Merlin of Orlando, Inc. the sole General Partner

The foregoing Affidavit of Contributions of GALLERY AT AVALON ISLAND, Ltd., a Florida limited partnership was executed, acknowledged and delivered before me this 28<sup>th</sup> day of June 1999, by Ford W. Kiene, the President of Merlin of Orlando, Inc., the sole General Partner, in Orlando, Florida.

Personally known:    
 or   
 Produced identification: \_\_\_\_\_   
 Type of identification produced: \_\_\_\_\_

   
 Notary Public   
 Print Name: DAVID A. WEBSTER   
 Commission Number: 00512849   
 Commission Expires: Feb 25, 2000   
 [SEAL]



David A. Webster   
 MY COMMISSION # DC512849 EXPIRES   
 February 25, 2000   
 BONDED BY THE FIDELITY AND SURETY COMPANY OF FLORIDA, INC.

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