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December 21, 2001

VIA REGULAR MAIL

To: DEPARTMENT OF STATE

Division of Corporations Corporate Filings

409 East Gaines St Tallahassee, FL 32399

From: Jesse E. Graham, Sr., Esq.

Graham, Builder, Jones, Pratt & Marks LLP

369 North New York Avenue, 3rd Floor (P.O. Box 1690)

Winter Park, Florida 32789 (32790) 407-647-4455, 740-7063 (Fax)

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RE:

1998 GALBRAITH OIL AND GAS PARTNERSHIP, LTD.

Our File No.: 6199-1

EFFECTIVE DATE

Please find the documents listed below for recording:

1-1-02

CERTIFICATE OF LIMITED PARTNERSHIP ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT AFFIDAVIT OF CAPITAL CONTRIBUTIONS \$ 1,022.0			
OTHER:	REGISTERED AGENT FEE CERTIFIED COPIES CERTIFICATE OF FACT	4	35.00 52.50 8.75
TOTAL:	(CHECK #13794)	(1118.25

PLEASE RECORD THE DOCUMENT(S) AND APPLY THE OTHER FEES AS LISTED ABOVE. If you have any questions, please call Stephanie at (407) 647-4455, Ext. 304.

SPECIAL INSTRUCTIONS

PLEASE RETURN THE CERTIFIED COPY, CERTIFICATE OF FACT AND ANY OTHER DOCUMENTATION TO OUR OFFICE. THANK YOU.

PILLED

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DIV. 10: 10: 10: 11

ALLAHASSEE, FLORIDA

V

CERTIFICATE OF LIMITED PARTNERSHIP OF

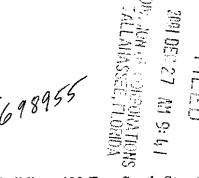
1998 GALBRAITH OIL AND GAS PARTNERSHIP a Florida limited partnership

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Part I of Chapter 620 of the Florida Statutes, hereby state the following:

- 1. The name of the Partnership is 1998 GALBRAITH OIL AND GAS PARTNERSHIP, LTD.
- 2. The address of the office of the Partnership is CNL Building, 400 East South Street, Orlando, Florida 32801.
- 3. The name and address of the agent for service of process on the Partnership is James C. Galbraith, CNL Building, 400 East South Street, Orlando, Florida 32801.
 - 4. The names and business address of the general partners are as follows:

James C. Galbraith CNL Building 400 East South Street Orlando, Florida 32801

The Galbraith Management Company, Inc. CNL Building 400 East South Street Orlando, Florida 32801



- 5. The mailing address of the Partnership is CNL Building, 400 East South Street, Orlando, Florida 32801.
 - 6. The latest date upon which the Partnership shall dissolve is March 31, 2028.
- 7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by any one of the general partners.
- 8. (a) This limited partnership, 1998 Galbraith Oil and Gas Partnership, Ltd., was converted to a limited partnership from a partnership.

- The name of the former partnership was 1998 Galbraith Oil and Gas (b) Partnership, a Florida general partnership.
- One hundred votes cast by twenty-eight partners of the partnership, being all of the same class, have cast a unanimous vote to convert the partnership to a limited partnership.

2002.	9.	Conversion of the partners	hip to a limited partnership shall take effect January 1,		
affirma			by the undersigned general partners constitutes an hat the facts stated herein are true.		
genera	IN WI' l partne	TNESS WHEREOF, this Cerrs of 1998 Galbraith Oil and	tificate of Limited Partnership has been executed by the Gas Partnership, Ltd. this 22 "day of August, 2001.		
		(GENERAL PARTNERS: Same & Sallacille JAMES C. GALBRAITH		
			THE GALBRAITH MANAGEMENT COMPANY, INC. By James C. Galbraith, President		
		LORIDA ORANGE	TE 27		
The foregoing instrument was acknowledged before me this 22 day of August, 2001, by ames C. Galbraith, as the individual general partner and as President of The Galbraith Management Company, Inc., the corporate general partner of the 1998 Galbraith Oil and Gas Partnership, Ltd., a Florida limited partnership, who is personally known to me, or has produced the following identification: FL Druce's License					
		Lisa K. Gasca MY COMMISSION # DD020914 EXPIRES April 26, 2005 BONDED THRU TROY FAIN INSURANCE, INC.	Notary Public Print name: Commission No.: Commission Expiration Date:		

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for 1998 Galbraith Oil and Gas Partnership, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

	REGISTERED AGENT:
	Jame & Bullwilly -
	JAMES C. GALBRAITH
STATE OF FLORIDA	
COUNTY OF ORANGE	- · · · · · · · · · · · · · · · · · · ·
me this 22 day of August, 2001, by J is personally known to me	
	Lisa K. Dasca
Lisa K. Gasca	Notary Public
MY COMMISSION # DD020914 EXPIRES April 26, 2005	Print name: Commission No.:
BONDED THRU TROY FAIN INSURANCE, INC.	Commission Expiration Date:
	*



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Under penalties of perjury, the undersigned General Partners of 1998 Galbraith Oil and Gas Partnership, Ltd., a Florida limited partnership (the "Partnership") hereby swear and affirm that the total amount of capital contributed by the limited partners of the Partnership is \$146,000.00

IN WITNESS WHEREOF, this Affidavit of Capital Contribution has been executed by the general partners of 1998 Galbraith Oil and Gas Partnership, Ltd. this 22 May of August, 2001.

JAMES C. GALBRAITH, General Partner

THE GALBRAITH MANAGEMENT COMPANY, INC., General Partner

By. James C. Galbraith, President

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing Affidavit of Capital	Contribution was acknowledged before me this _ day
of August, 2001, by James C. Galbraith,	
is personally known to me	, or
has produced the following	g identification: FL Oriver's License
	Lina K. Dasca
Lisa K. Gasco	Notary Public
MY COMMISSION # DD026914 EXPRE	Print name:
April 26, 2065	Commission No.:
N. 18 19 19 19 19 19 19 19 19 19 19 19 19 19	Commission Expiration Date:

