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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

1-1-02

Please find the documents listed below for recording:

CERTIFICATE OF LIMITED PARTNERSHIP ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT AFFIDAVIT OF CAPITAL CONTRIBUTIONS	\$ 1,022.00
OTHER: REGISTERED AGENT FEE	\$ 35.00
CERTIFIED COPIES	\$ 52.50
CERTIFICATE OF FACT	\$ 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.

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DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

52

**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

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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.

(b) The name of the former partnership was 1998 Galbraith Oil and Gas Partnership, a Florida general partnership.

(c) 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.

9. Conversion of the partnership to a limited partnership shall take effect January 1, 2002.

The execution of this Certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partners of 1998 Galbraith Oil and Gas Partnership, Ltd. this 22nd day of August, 2001.

GENERAL PARTNERS:

James C. Galbraith
JAMES C. GALBRAITH

THE GALBRAITH MANAGEMENT COMPANY,
INC.

By James C. Galbraith
James C. Galbraith, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22 day of August, 2001, by James 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

X has produced the following identification: FL Driver's License



Lisa K. Gasca
MY COMMISSION # DD020914 EXPIRES
April 26, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

Lisa K. Gasca
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:

James C. Galbraith
JAMES C. GALBRAITH

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Acceptance of Appointment as Registered Agent was acknowledged before me this 22 day of August, 2001, by James C. Galbraith, who

 is personally known to me or

☒ has produced the following identification: FL Driver's License



Lisa K. Gasca
MY COMMISSION # DD020914 EXPIRES
April 26, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Lisa K. Gasca
Notary Public
Print name: _____
Commission No.: _____
Commission Expiration Date: _____

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TALLAHASSEE, FLORIDA

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 22nd day of August, 2001.

James C. Galbraith
JAMES C. GALBRAITH, General Partner

THE GALBRAITH MANAGEMENT COMPANY,
INC., General Partner

By: James C. Galbraith
James C. Galbraith, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Affidavit of Capital Contribution was acknowledged before me this 22 day of August, 2001, by James C. Galbraith, who

is personally known to me, or
☒ has produced the following identification: FL Driver's License



Lisa K. Gasco
MY COMMISSION # DD022714 EXPIRES
April 26, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Lisa K. Gasco
Notary Public

Print name: _____

Commission No.: _____

Commission Expiration Date: _____

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