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To: Division of Corporations
Fax Number : (850)205-0383

From: LINDA A. SCARCELLI
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407)650-1000
Fax Number : (407)540-2699

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

JDS CAPITAL, LTD.

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**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

JDS Capital, Ltd., a Florida limited partnership, hereby makes and files with the Secretary of State of the State of Florida, this Statement of Qualification for Florida Limited Liability Limited Partnership for the purpose of qualifying as a limited liability limited partnership in accordance with Section 620.187 of the Florida Revised Uniform Limited Partnership Act (1986).

1. **NAME.** The name of the partnership is JDS Capital, Ltd., a Florida limited partnership (the "Partnership").
2. **SUFFIX.** The suffix adopted for the Partnership is "LLLP".
3. **ADDRESS.** The street address of the Partnership's chief executive office and its principal office in the State of Florida is 450 So. Orange Avenue, Orlando, FL 32801-3336.
4. **ELECTION.** The Partnership hereby elects to be a limited liability limited partnership.
5. **EFFECTIVE DATE.** The effective date of this filing shall be as of the date this document is filed with the Florida Secretary of State.
6. **REGISTERED AGENT.** The name of the Partnership's registered agent for service of process is Linda A. Scarcelli and her street address is 450 So. Orange Avenue, Orlando, FL 32801-3336.

EXECUTED this 2nd day of May, 2006.

GENERAL PARTNER:

JDS Holdings, LLC
a Florida limited liability company

By: _____

James M. Seneff, Jr.
Sole Member

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