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FLORIDA LIMITED PARTNERSHIP

LEXINGTON CLUB AT VALRICO PARTNERS, LTD.

Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LEXINGTON CLUB AT VALRICO PARTNERS, LTD.**

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

1. The name of the Partnership shall be LEXINGTON CLUB AT VALRICO PARTNERS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. 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.

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

CED CAPITAL HOLDINGS XIV O, L.L.C., a Florida limited liability company
1551 Sandspur Road 00000000374
Maitland, Florida 32751

4. The initial mailing address of the limited partnership is 1551 Sandspur Road, Maitland, Florida 32751.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2050.

This Certificate has been executed by the undersigned as of the 10th day of January, 2000.

GENERAL PARTNER

CED CAPITAL HOLDINGS XIV O, L.L.C., a
Florida limited liability company

By: 

Jay P. Brock, a Manager

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Attorney Name: Randal M. Alligood, P.A.
Broad and Gissel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 839-4200
Florida Bar No.: 459445

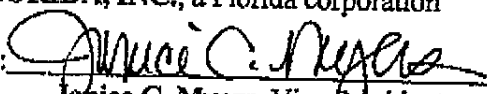
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for LEXINGTON CLUB AT VALRICO 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 and accepts its statutory obligations as such, including those obligations contained in §620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC., a Florida corporation**

By: 
Janice C. Myers, Vice President

Dated this 10th day of January, 2000.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of LEXINGTON CLUB AT VALRICO 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 LEXINGTON CLUB AT VALRICO 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

CED CAPITAL HOLDINGS XIV O, L.L.C., a
 Florida limited liability company

By: Jay P. Brock, a Manager

Dated this 10th day of January, 2000.

STATE OF FLORIDA
 COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of January, 2000, by Jay P. Brock, as a Manager of CED Capital Holdings XIV O, L.L.C., a Florida limited liability company. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Peggy A. Baker
 (Signature of Notary Public)



Peggy A. Baker
 My Commission CCs03976
 Expires November 25, 2000

(Typed name of Notary Public)
 Notary Public, State of Florida
 Commission No. _____
 My commission expires: _____