

A000000491

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Fax Number : (850) 922-4003

From: Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
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RECEIVED
00 MAR 20 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP
METROWEST SHOPPES AND RESTAURANTS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$140.00

00 MAR 20 AM 9:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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(H00000012248 1)

CERTIFICATE OF LIMITED PARTNERSHIP OF METROWEST SHOPPES AND RESTAURANTS, LTD.

This Certificate of Limited Partnership is prepared and recorded in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act.

1. The name of this Partnership is:
METROWEST SHOPPES AND RESTAURANTS, LTD.

2. The office and location of the principal place of business of the Partnership shall be at:
1803 Park Center Drive, #220, Orlando, Florida 32835

3. The mailing address of the Partnership is:
1803 Park Center Drive, #220, Orlando, Florida 32835

4. The name and address of the agent for service of process required to be maintained by §620.105, Florida Statutes is:

Randolph J. Rush
250 Park Avenue South, 5th Floor
Winter Park, Florida 32789

5. The name and business address of the general partner is:
F96000001599
Park Development Corporation, a Nevada corporation
doing business in Florida as Park Center Drive Development Corporation
1803 Park Center Drive, #220
Orlando, Florida 32835

6. The term of the Partnership shall commence upon the recordation of the filing of the original Certificate of Limited Partnership and shall continue for a period ending not later than December 31, 2040.

7. The affidavit of the general partner setting forth the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto as Exhibit "A".

00 MAR 20 AM 9:00

STATE OF FLORIDA
DEPARTMENT OF REVENUE

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IN WITNESS WHEREOF, the undersigned general partner of the Partnership has hereunto sworn and subscribed the foregoing Certificate of Limited Partnership this 13th day of March, 2000.

PARK DEVELOPMENT CORPORATION, a Nevada corporation doing business in Florida as Park Center Drive Development Corporation

By: *David J. Townsend*
David J. Townsend, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing was acknowledged before me this 13th day of March, 2000, by DAVID J. TOWNSEND, as President of Park Development Corporation, a Nevada corporation doing business in Florida as Park Center Drive Development Corporation, on behalf of said corporation, who is personally known to me or who produced _____ as identification.

Helen Wels
NOTARY PUBLIC
My Commission Expires:



001 MAR 20 AM 9:00

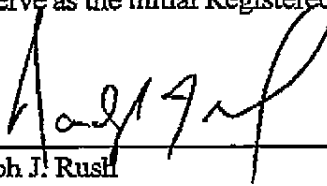
FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of METROWEST SHOPPES AND RESTAURANTS, LTD.



Randolph J. Rush

00 MAR 20 AM 9:00
REGISTERED AGENT
METROWEST SHOPPES AND RESTAURANTS, LTD.

(E00000012248 1)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who is the General Partner of METROWEST SHOPPES AND RESTAURANTS, LTD. declares that the capital contribution of the Limited Partners in the Partnership are as follows:

1. The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Shawn Park Development Corporation	\$ <u>100</u> .00
Barry F. Radolan, as Trustee of the Barry Radolan Living Trust dated November 8, 1994	\$ <u>100</u> .00

2. It is anticipated that the Limited Partners listed below will make capital contributions in the future in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Shawn Park Development Corporation	\$ <u>0</u> .00
Barry F. Radolan, as Trustee of the Barry Radolan Living Trust dated November 8, 1994	\$ <u>0</u> .00

Dated: March , 2000
Winter Park, Florida

PARK DEVELOPMENT CORPORATION, a Nevada corporation doing business in Florida as Park Center Drive Development Corporation

By: *David J. Townsend*
David J. Townsend, President

"GENERAL PARTNER"

STATE OF FLORIDA
DEPARTMENT OF REVENUE
GO MAR 20 AM 11:00

(H00000012248 1)

STATE OF FLORIDA

COUNTY OF ORANGE

Sworn to and subscribed before me this 13th day of March, 2000, by DAVID J. TOWNSEND, as President of Park Development Corporation, a Nevada corporation, doing business in Florida as Park Center Drive Development Corporation, on behalf of said corporation, who is personally known to me, or who produced _____ as identification.

Helen Wells
NOTARY PUBLIC
My Commission Expires:



R:\TOWNSEND\Metrowest Shoppes\contaffidavit
3/13/00 (1:52 PM)

00 MAR 20 AM 9:00
METROWEST SHOPPES
CORP. 100 PARK CENTER DRIVE
ORANGE, FLORIDA 32827

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