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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, acting as former of a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), adopts and swears to the following certificate for such limited partnership.

FIRST: The name of the limited partnership is **GTH PROPERTIES, LTD.**

SECOND: The purpose of the limited partnership is to engage in any lawful business as permitted by the laws of the State of Florida.

THIRD: The location of the limited partnership's principal place of business is as follows:

701 Peachtree Road
Orlando, Florida 32804

The mailing address of the limited partnership is the same.

FOURTH: The name and address of the General Partner and of the Partnership is as follows:

GTH HOLDINGS, INC.
701 Peachtree Road
Orlando, Florida 32804

P-44096

FIFTH: The term for which the partnership is to exist is until December 31, 2050.

SIXTH: The address of the registered office in the State of Florida is 701 Peachtree

Prepared by David A. Webster, Esq.
UNGER, WEBSTER & ACREE, P.A.
701 Peachtree Road
Orlando, Florida 32804
Phone No. (407) 425-6880

Florida Bar Number 291528

FILED
00 MAY -2 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

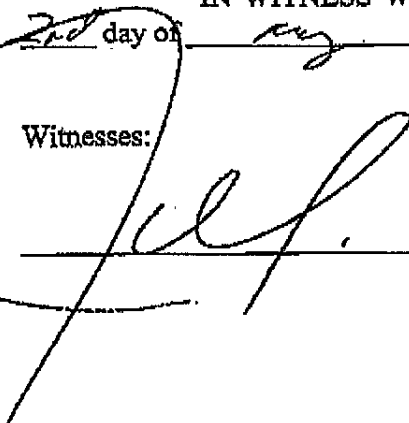
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Road, in the City of Orlando, County of Orange. The name of the registered agent at such address is UWSA Services, Inc..

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 2nd day of May, 2000.

Witnesses:


Grace T. Hill (SEAL)

Grace T. Hill, President
GTH HOLDINGS, INC., General Partner

CONSENT

Having been named to accept service of process and serve as registered agent for the above-stated Limited Partnership, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states it is familiar with §607.105, Florida Statutes.

UWSA SERVICES, INC.

By: 

David A. Webster,
President

Dated: 2 May, 2000.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared David A. Webster, the Secretary of GTH Holdings, Inc., the sole General Partner of GTH Properties, Ltd. (the "Partnership"), pursuant to Florida Statutes Section 620.108 and after having been duly sworn, hereby affirms the following:


1. The actual amount of cash contributed to date of the limited partner(s) is: approximately \$600,000.00
3. The agreed value of any property other than cash contributed is: \$zero
4. The total amount of cash or property anticipated to be contributed by the limited partner(s) at this time is: approximately \$300,000

FURTHER AFFLIANT SAYETH NOT.

Under the penalties I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated: 2nd day of May, 2000

GTH Properties, Ltd.


David A. Webster, Secretary, GTH Holdings, Inc. the sole General Partner

The foregoing Affidavit of Contributions of , GTH Properties, Ltd., a Florida limited partnership was executed, acknowledged and delivered before me this 2nd day of May, 2000, by David A. Webster, the Secretary of GTH Holdings, Inc., the sole General Partner, in Orlando, Florida.

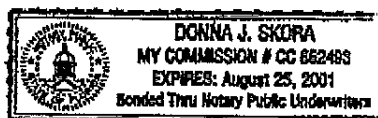
Personally known: X


Notary Public

Print Name: DONNA J. SKORA

Commission Number: _____

[SEAL]



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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 2, 2000

UNGER WEBSTER SWARTWOOD & ACREE PA

SUBJECT: GTH PROPERTIES, LTD.
REF: W00000011569

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

FAX Aud. #: H00000024436
Letter Number: 200A00024335

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -2 AM 11:06

FILED

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314