

FROM: HOLLAND & KNIGHT

FAX NO.: 487 244 5288

05-11-00 01:33P P.01

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Florida Department of State
Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

LAKELAND BAY LIMITED PARTNERSHIP

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TALLAHASSEE, FLORIDA

Certificate of Status	1
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LAKELAND BAY LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner files this Certificate of Limited Partnership of Lakeland Bay Limited Partnership with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986)(the "Act").

1. Name. The name of the limited partnership is Lakeland Bay Limited Partnership.

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

Lakeland Bay, Inc.
3033 Mercy Drive
Orlando, Florida 32808

P- 470 42

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 3033 Mercy Drive, Orlando, Florida 32808.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

David E. Doeblor
3033 Mercy Drive
Orlando, Florida 32808

5. Partnership Mailing Address. The mailing address for the limited partnership is 3033 Mercy Drive, Orlando, Florida 32808.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2040.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

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7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 10th day of May, 2000.

Lakeland Bay, Inc.
General Partner

By: 

David R. Doebl,
President

ORL1 #560918 v1

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**LAKELAND BAY LIMITED PARTNERSHIP
ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 10th day of May, 2000.



David R. Doeblar,
Registered Agent

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LAKELAND BAY LIMITED PARTNERSHIP
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

1. Capital Contributions. The undersigned General Partner of Lakeland Bay Limited Partnership declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be Nine Hundred and Ninety Dollars (\$990.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be Nine Hundred and Ninety Dollars (\$990.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

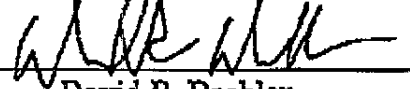
2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

Lakeland Bay, Inc.
a Florida Corporation

Date: 5/10/00 By: 
David R. Doebler,
President

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