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FLORIDA LIMITED PARTNERSHIP

Merritt Pointe, Ltd.

Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MERRITT POINTE, LTD.**

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

1. The name of the Partnership shall be MERRITT POINTE, LTD. (the "Partnership").
2. The initial business address of the Partnership where records shall be kept shall be 1351 N. Courtenay Parkway, Suite B-B, Merritt Island, Florida 32953. The initial mailing address of the Partnership is Post Office Box 4961, Orlando, Florida 32802-4961.
3. 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.
4. The name and initial business address of the General Partner is:

p-46439 MERRITT POINTE, INC., a Florida corporation
1351 N. Courtenay Parkway, Suite B-B
Merritt Island, Florida 32953.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2060.

This Certificate has been executed by the undersigned as of the 18th day of May, 2000.

GENERAL PARTNER:

MERRITT POINTE, INC.,
a Florida corporation

By: Michael Hartman
Michael Hartman, President

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

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Facsimile Audit No. 4000000276451**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for MERRITT POINTE, 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 Section 620.912, Florida Statutes.

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

By: 

Janice C. Myers, Vice President

Dated this 18th day of May, 2000.

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Facsimile Audit No. 400000276451**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned being the sole general partner of MERRITT POINTE, 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 MERRITT POINTE, 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:

MERRITT POINTE, INC.,
a Florida corporation

By: Michael Hartman

Michael Hartman, President

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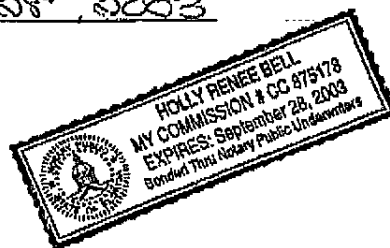
Dated this 18th day of May, 2000.

STATE OF FLORIDA
COUNTY OF Brevard

The foregoing instrument was acknowledged before me this 18th day of May, 2000, by Michael Hartman, as President of MERRITT POINTE, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Holly Renee Bell
(Signature of Notary Public)

Holly Renee Bell
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. CC875178
My commission expires: Sept. 28th, 2003



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