

ALLEN, LANCY CUBA TO A PERD,
POST OFFICE BOX 528
ORLANDO, FLORIDA 32802-3528
TELEPHONE (407) 422-8250
FAX (407) 422-8262

June 8, 2000

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

John
Hall
681-0619

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -9 PM 5:26

Re: FELL'S COVE, INC.
FELL'S COVE, LTD.

300003282873--0
-06/09/00--01057--015
****140.00 ****140.00

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for Fells Cove, Inc., together with check in the amount of \$78.75 representing filing fee of \$35, registered agent fee of \$35, and certified copy of \$8.75.

Also enclosed is original and one copy of Certificate of Limited Partnership for Fells Cove, Ltd., together with check in the amount of \$140.00 representing filing fee of \$52.50, registered agent fee of \$35 and certified copy of \$52.50.

Please file with the Secretary of State's office, and wait for the certified copies and return to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

RECEIVED
00 JUN -9 PM 1:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -9 PM 5:25

File 2nd

MC
6/9

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FELLS COVE, LTD.**

The undersigned, being the General Partner of FELLS COVE, LTD., a Florida limited partnership, does execute this Certificate, and does hereby affirm, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the Limited Partnership is:

FELLS COVE, LTD., a Florida limited partnership

2. The address of the office and the name and address of the agent for service of process on the Limited Partnership is:

Jeffry B. Fuqua
401 Ferguson Drive
Orlando, Florida 32805

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

FELLS COVE, INC., a Florida corporation
401 W. Colonial Drive – Suite 7
Orlando, Florida 32804

4. The mailing address for the Limited Partnership is

401 W. Colonial Drive – Suite 7
Orlando, Florida 32804

5. The latest date upon which the Limited Partnership is to dissolve is:

December 31, 2027

6. This document has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes

GENERAL PARTNER:

FELLS COVE, INC.,
A Florida Corporation

By: _____

James H. Fant
Sr. Vice President

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00 JUN -9 PM 5:26

**ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT**

Having been named as the registered agent for FELLO COVE, LTD. for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.



Jeffrey B. Fuqua
Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, the undersigned authority, personally appeared JAMES H. FANT, Senior Vice President of FELLO COVE, INC., a Florida corporation, the General Partner of FELLO COVE, LTD., hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies as follows:

1. The amount of the initial and total anticipated capital contribution of the Limited Partners of the Partnership is the fair market value of certain assets in the amount of \$ 1,000.00.

Dated this 2nd day of June, 2000.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

GENERAL PARTNER:

FELLO COVE, INC.,
A Florida Corporation

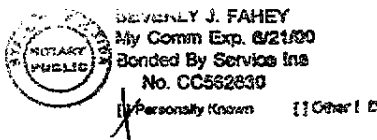
By: [Signature]
James H. Fant
Sr. Vice President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -9 PM 5:26

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this date by JAMES H. FANT, Senior Vice President of FELLO COVE, INC., a Florida corporation, General Partner of FELLO COVE, LTD., a Florida limited partnership, on behalf of the corporation as general partner of the partnership. He is personally known to me or produced NIA as identification.

My Commission Expires:



Print Beverly J. Fahey
Notary Public
Beverly J. Fahey