



THE UNITED STATES
CORPORATION
COMPANY

A00000001065

ACCOUNT NO. : 072100000032

REFERENCE : 752405 82866A

AUTHORIZATION :

COST LIMIT : \$~~52.50~~

ORDER DATE : July 3, 2000

ORDER TIME : 3:11 PM

ORDER NO. : 752405-020

CUSTOMER NO: 82866A

900003312359--8

CUSTOMER: John J. Lancaster, Esq
Clark & Campbell, P.a.

4740 Cleveland Heights Blvd

Lakeland, FL 33813

DOMESTIC FILING

NAME: O-WINDOVER, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -3 PM 4:47

RECEIVED
00 JUL -3 PM 3:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

b/c 7/3

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
O-WINDOVER, LTD.
A Florida limited partnership**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -3 PM 4:47

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is: **O-WINDOVER, LTD.**
2. The address of the office of the Partnership is: Post Office Box 5252, Lakeland, Florida 33802.
3. The name and address of the agent for service of process on the Partnership is LAWRENCE T. MAXWELL, 5150 S. Florida Avenue, Suite 200, Lakeland, FL 33813.

I accept the designation as Registration Agent for Service of Process:

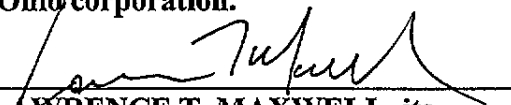

LAWRENCE T. MAXWELL

4. The name and business address of the general partner is: A & M BUSINESS PROPERTIES, INC., an Ohio corporation, 5150 S. Florida Avenue, Suite 200, Lakeland, Florida 33813. *p29845*
5. The mailing address for the Partnership is: Post Office Box 5252, Lakeland, Florida 33802.
6. The latest date upon which the Partnership shall dissolve is 2040.

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of O-Windover, Ltd., this 30 day of June, 2000.


**Signature of all General Partners:
A & M Business Properties, Inc.,
an Ohio corporation.**

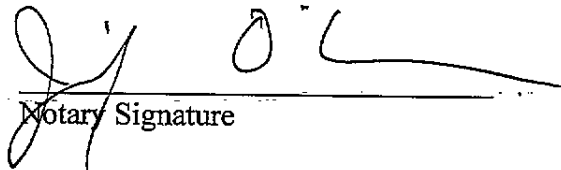
By: 
LAWRENCE T. MAXWELL, its
President

FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
00 JUL -3 PM 4:47

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledge before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Lawrence T. Maxwell, president of A & M Business Properties, Inc., an Ohio corporation, to me personally known or known to me by evidence of identification of _____ to be the person(s) described in and who executed the foregoing instrument and who did not take an oath, on this 30th day of June, 2000.

 Jennifer S O'Connor
My Commission CC745852
Expires May 27, 2002


Notary Signature

Notary Public
State of Florida
My commission expires:

05/27/02

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
O-WINDOVER, LTD.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -3 PM 4:17

State of Florida
County of Polk

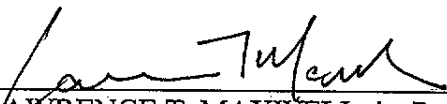
BEFORE ME, the undersigned authority, personally appeared, LAWRENCE T. MAXWELL, President of A & M BUSINESS PROPERTIES, INC., an Ohio corporation, the general partner of O-WINDOVER, LTD. (the "Partnership"), who, upon being sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, \$1,000.00.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


GENERAL PARTNER:

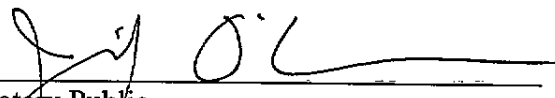
A & M BUSINESS PROPERTIES, INC., an Ohio corporation

By: 

LAWRENCE T. MAXWELL, its President

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LAWRENCE T. MAXWELL, President of A & M BUSINESS PROPERTIES, INC., an Ohio corporation, to me personally known or known to me by evidence of identification of _____ to be the person described in and who executed the foregoing instrument and who did not take an oath, on this 30 day of June 2000.

 Jennifer S O'Connor
My Commission CC745652
Expires May 27, 2002


Notary Public
My Commission Expires: _____
My Commission Number: _____