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CERTIFICATE OF LIMITED PARTNERSHIP OF DEWITT FLORIDA INVESTMENTS, LTD.

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.205 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is "DeWitt Florida Investments, Ltd."

2. The address of the Partnership as referred to in Section 620.105, Florida Statutes, is 14463 W. Colonial Drive, Winter Garden, Florida 34787.

3. The name of the agent for service of process on the Partnership shall be Stephen D. Dunegan, Dean Mead Egerton Law Firm, 800 North Magnolia Ave., Suite 1500, Orlando, FL 32803.

4. The names and business addresses of the General Partner is:

Name	Address
DeWitt Management, LLC	14463 W. Colonial Drive,
1_0000009619	Winter Garden, Florida 34787

5. The mailing address for the Partnership is Attention: Stephen D. Dunegan, Esquire, Dean, Mead et al., P.O. Box 2346, Orlando, FL 32802-2346.

6. The latest date upon which the Partnership shall be dissolved is December 31, 2100.

7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by any one or more of the General Partners.

This Certificate of Limited Partnership was executed by the General Partners this day of Angnst, 2000.

GENERAL PARTNER

DEWITT MANAGEMENT, LLC

By: DALE A. DEWITT, Managing Member

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

REGISTERED AGENT

TEPHEN D. DUNEGAN

Date: 8/8/2000

STATE OF FLORIDA COUNTY OF ORANGE



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared DALE A. DEWITT, managing member of DEWITT MANAGEMENT, LLC, the General Partner of DeWitt Florida Investments, Ltd., a Florida limited partnership (hereinafter referred to as the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$2,000,000.00

2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$-0-.

FURTHER AFFIANT SAITH NOT.

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:

DEWITT MANAGEMENT, LLC

By:

DALE A. DEWITT, Managing Member

Date: <u>August 8</u>, 2000

Sworn to and subscribed before me this 3^{\pm} day of 4^{\pm} 2000, by DALE A. DEWITT, as Managing Member of DeWitt Management. LLC. He (check one) is personally known to me, \Box produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or \Box produced other identification, to wit:

NOTARY PUBLIC STATE OF FLORIDA STEPHEN D. DUNEGAN COMMISSION # CC 755663 EXPIRES 07/14/2003

Notary Public - State of Florida