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GREGORY W. MEIER

FILED  
STATE  
SECRETARY OF CORPORATIONS  
GMEIER@  
DIVISION OF CORPORATIONS  
AUG 18 PM 4: 16

August 17, 2000

Ms. Karon Beyer, Bureau Chief  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/21/00--01001--004  
\*\*\*1915.00 \*\*\*1837.50

Re: Formation of Cypres Rane, Inc. and Cypres Rane, Ltd., LLLP

Dear Ms. Beyer:

Enclosed for filing with your office are the following documents:

*File and*  
*(4)*

1. Articles of Incorporation for Cypres Rane, Inc.;
2. Certificate of Limited Partnership and Affidavit of Capital Contributic Rane, Ltd.; and
3. Statement of Qualification for Florida Limited Liability Limited Partn Cypres Rane, Ltd.

It is my understanding pursuant to a member of your staff earlier this week th as the interests of the two entities referenced above are owned by the same individual. be no problem with the formation of the two entities using similar name.

Also enclosed with this request are checks in the amount of <sup>78.75</sup>~~\$87.50~~ to cover th fees for the formation of the corporation, and \$1,915.00 to cover the filing fees for the of the limited liability limited partnership. Please return the certified copies of these 1 undersigned through our Tallahassee office.

LP- 1785.00  
CERT 52.50

RECEIVED  
AUG 18 AM 11: 12

*Handwritten signature*

MELBOURNE  
321-727-8100



TALLAHASSEE  
850-222-7717

**CERTIFICATE OF LIMITED PARTNERSHIP  
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF  
CYPRES RANE, LTD.**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 18 PM 4: 16

This Certificate of Limited Partnership and Affidavit of Capital contribution executed this 4 day of August, 2000, by Cypres Rane, Inc., a Florida corporation, as General Partner of Cypres Rane, Ltd., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate of Limited Partnership and Affidavit of Capital Contribution evidences a limited partnership which complies with Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is:

Cypres Rane, Ltd.

2. Office. The address of the office of the Partnership required by F.S. 620.105 shall be:

530 Grand Avenue  
Orlando, Florida 32805

The records required to be kept by the Partnership pursuant to Section 620.106 Florida Statutes shall be maintained at the office of the Partnership.

3. Agent for Service of Process. The agent for service of process on the Partnership shall be:

Michael E. Wright, Esquire  
301 East Pine Street, Suite 1400  
Orlando, Florida 32801

4. Name and Business Address of General Partner. The General Partner is:

Cypres Rane, Inc. P00000078413

The address of the General Partner is:

530 Grand Avenue  
Orlando, Florida 32805

FLORIDA STATE  
DIVISION OF CORPORATIONS  
00 AUG 18 PM 4: 16


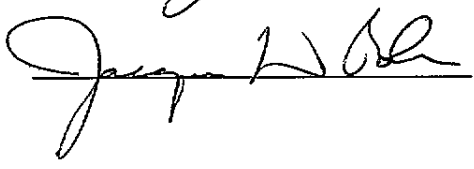
5. Mailing Address of Limited Partnership. The mailing address for the Partnership is:

530 Grand Avenue  
Orlando, Florida 32805

6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2090.


IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

WITNESS:

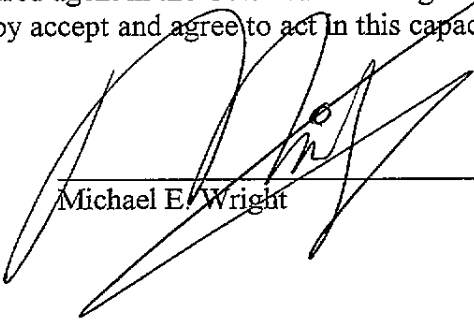
GENERAL PARTNER:

CYPRES RANE, INC., a Florida corporation

By:   
Robert C. Ferran  
Its: President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of Cypres Rane, Ltd., I hereby accept and agree to act in this capacity.

  
Michael E. Wright

**AFFIDAVIT OF CAPITAL CONTRIBUTION**  
**OF THE LIMITED PARTNERS**

FILED IN STATE  
DIVISION OF CORPORATIONS  
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Cypres Rane, Inc., the sole General Partner of Cypress Raine, Ltd., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partners is: \$100.00
  
2. The total amount anticipated to be contributed by the Limited Partners is \$20,000,000

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:

CYPRES RANE, INC.  
a Florida corporation

By: RCF  
Robert C. Ferran  
Its: President