



THE UNITED STATES
CORPORATION
COMPANY

A00000001670

ACCOUNT NO. : 072100000032

REFERENCE : 883194 80354A

AUTHORIZATION :

COST LIMIT : \$ 140.00

Patricia Project

FILED
NOV - 1
MINN: 214
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 1, 2000

ORDER TIME : 4:04 PM

ORDER NO. : 883194-010

CUSTOMER NO: 80354A

CUSTOMER: Ms. Debbie Fricke
Winderweeple Haines Ward &
Woodman, Pa
Suite 1500
390 North Orange Avenue
Orlando, FL 32802

200003448212--3

DOMESTIC FILING

NAME: METROWEST PLACE, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

FILE 2ND

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

RECEIVED
NOV - 1 PM 4:39
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK
11/1

CERTIFICATE OF LIMITED PARTNERSHIP OF
METROWEST PLACE, LTD.

This Certificate of Limited Partnership is prepared and recorded in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act.

FILED
00 MAR -1 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Partnership is:
METROWEST PLACE, LTD.
2. The office and location of the principal place of business of the Partnership shall be at:
1803 Park Center Drive, #220, Orlando, Florida 32835
3. The mailing address of the Partnership is:
1803 Park Center Drive, #220, Orlando, Florida 32835
4. The name and address of the agent for service of process required to be maintained by §620.105, Florida Statutes is:
David J. Townsend
1803 Park Center Drive, #220
Orlando, Florida 32835
5. The name and business address of the general partner is:
\$00000006138
Metrowest Place Development Corporation, a Nevada corporation
1803 Park Center Drive, #220
Orlando, Florida 32835
6. The term of the Partnership shall commence upon the recordation of the filing of the original Certificate of Limited Partnership and shall continue for a period ending not later than December 31, 2040.
7. The affidavit of the general partner setting forth the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned general partner of the Partnership has hereunto sworn and subscribed the foregoing Certificate of Limited Partnership this 25th day of October, 2000.

METROWEST PLACE DEVELOPMENT CORPORATION, a Nevada corporation

By: *David J. Townsend*

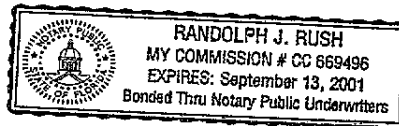
David J. Townsend, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing was acknowledged before me this 25th day of October, 2000, by DAVID J. TOWNSEND, as President of Metrowest Place Development Corporation, a Nevada corporation, on behalf of said corporation, who is personally known to me ~~or who produced~~ as identification.

R. J. Rush
NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of METROWEST PLACE, LTD.

R:\TOWNSEND\Metrowest Place Dev\certificate.wpd
10/25/00 (10:22 am)

David J. Townsend
David J. Townsend

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who is the General Partner of METROWEST PLACE, LTD. declares that the capital contribution of the Limited Partners in the Partnership are as follows:

1. The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Metrowest Place Development Corporation	\$250.00
Barry F. Radolan as Trustee of the Barry Radolan Living Trust dated 11/8/94	\$250.00

2. It is anticipated that the Limited Partners listed below will make capital contributions in the future in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
None	

Dated: October 25, 2000
Winter Park, Florida

METROWEST PLACE DEVELOPMENT
CORPORATION, a Nevada corporation

By: [Signature]
David J. Townsend, President

"GENERAL PARTNER"

STATE OF FLORIDA

COUNTY OF ORANGE

Sworn to and subscribed before me this 25th day of October, 2000, by DAVID J. TOWNSEND, as President of Metrowest Place Development Corporation, a Nevada corporation, on behalf of said corporation, who is personally known to me, ~~or who produced~~ as identification:

[Signature]
NOTARY PUBLIC

My Commission Expires:

R:\TOWNSEND\Metrowest Place Dev\contaffidavit.wpd

