



A00000001705

ACCOUNT NO. : 072100000032

REFERENCE : 891108 5011958

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 87.50

ORDER DATE : November 8, 2000

ORDER TIME : 9:35 AM

ORDER NO. : 891108-005

CUSTOMER NO: 5011958

CUSTOMER: James F. Basque, Esq
Greenspoon Marder Hirschfeld
Rafkin Ross & Berger, P.a.
135 West Central Blvd Ste 1100
South Trust Bank Building
Orlando, FL 32801

FILED
00 NOV - 8 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CRESCENT SOUND, LTD.

[Signature]

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

900003456949--2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT. 1158

EXAMINER'S INITIALS: _____

Kim nly

RECEIVED
NOV 8 2000
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF LIMITED PARTNERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

CRESCENT SOUND, LTD.

The undersigned makes this Certificate pursuant to Section 620.108 Florida Statutes.

**ARTICLE I.
NAME**

This limited partnership shall be named Crescent Sound, Ltd.

**ARTICLE II.
OFFICE; REGISTERED AGENT**

The name and address of the agent for service of process required to be maintained by Section 620.105 of the Florida Statutes is as follows:

Name: James F. Basque
Address: 135 West Central Blvd., Suite 1100
Orlando, Florida 32801

The limited partnership's records to be kept pursuant to Section 620.106 of the Florida Statutes will be kept at 135 West Central Blvd., Suite 1100, Orlando, Florida 32801.

**ARTICLE III.
NAME AND BUSINESS ADDRESS OF GENERAL PARTNER**

The name and address of the general partner of this limited partnership is as follows:

Crescent Sound, Inc.
1637 East Vine Street, Suite E
Kissimmee, Florida 34744

PC00000103924

**ARTICLE IV.
LOCATION; MAILING ADDRESS**

The location and mailing address of this limited partnership shall be 1637 East Vine Street, Suite E, Kissimmee, Florida 34744.

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TALLAHASSEE, FLORIDA
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**ARTICLE V.
DURATION OF THE PARTNERSHIP**

The partnership shall commence upon the filing of this Certificate of Limited Partnership and shall continue until December 31, 2050, unless terminated at an earlier date.

**ARTICLE VI.
CAPITAL CONTRIBUTIONS**

The total capital contribution of the limited partner(s) in this partnership is \$100.00 cash. No limited partner has agreed to make any additional contributions to the partnership. The contribution of each limited partner, subject to the provisions set forth in the limited partnership agreement, is to be returned to him upon his withdrawal from the partnership or upon dissolution of the partnership. No limited partner has the right to demand and receive property other than cash in return for his contribution.

Dated this 7th day of November, 2000.

GENERAL PARTNER:

Crescent Sound, Inc.

By: Kenneth G. Dixon
Kenneth G. Dixon
Its: President

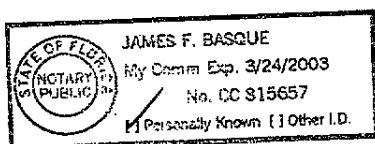
STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Kenneth G. Dixon, personally known by me to be the person who executed the foregoing Certificate of Limited Partnership, and he acknowledged to me and before me that he executed the foregoing instrument as President of the General Partner of Crescent Sound, Ltd.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid this 7th day of November, 2000.

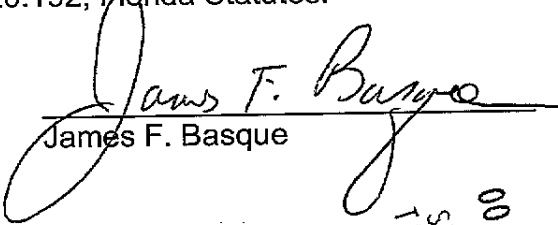
(NOTARIAL SEAL)



James F. Basque
Notary Public, State of Florida
My Commission Expires:

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NOV - 8 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance of designation as Registered Agent: James F. Basque does hereby accept the foregoing designation as registered agent for the limited partnership for service of process as to the above limited partnership, 135 West Central Blvd., Suite 1100, Orlando, Florida 32801, and by his signature below hereby accepts the responsibilities of a registered agent as required by Section 620.192, Florida Statutes.


James F. Basque

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TALLAHASSEE, FLORIDA