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FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10002 TALLAHASSEE, FL 32302

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DATE: December 4, 2000

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

TYPE OF FILING:

8000003484138--9

CERTIFICATE OF LIMITED PARTNERSHIP

NAME:

SLEEPY HOLLOW CLUB PARTNERS, LTD

SPECIAL INSTRUCTIONS:



PLEASE RETURN A CERTIFICATE OF STATUS WITH
CONFIRMATION OF FILING

00 DEC -4 PM 12:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC -4 AM 10:15
RECEIVED
DIVISION OF CORPORATION

12/4

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SLEEPY HOLLOW CLUB PARTNERS, LTD.**

00 DEC -4 PM 12:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of SLEEPY HOLLOW CLUB PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be SLEEPY HOLLOW CLUB PARTNERS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The names and initial business addresses of the General Partners are:

CED CAPITAL HOLDINGS 2000 V, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751

L00000014895

4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2060.

This Certificate has been executed by the undersigned as of the 1st day of December, 2000.

GENERAL PARTNER:

CED CAPITAL HOLDINGS 2000 V, L.L.C., a
Florida limited liability company

By: _____

Jay P. Brock, Manager

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for SLEEPY HOLLOW CLUB PARTNERS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By: _____

Laurie L. Bergstresser
Laurie L. Bergstresser,
Vice President

Dated this 1st day of December, 2000.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of SLEEPY HOLLOW CLUB PARTNERS, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of SLEEPY HOLLOW CLUB PARTNERS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

CED CAPITAL HOLDINGS 2000 V, L.L.C., a
Florida limited liability company

By: Jay P. Brock, Manager

Dated this 1st day of December, 2000.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of December, 2000, by Jay P. Brock,, as Manager of CED Capital Holdings 2000 V, L.L.C., a Florida limited liability company, as general partner of Sleepy Hollow Club Partners, Ltd., a Florida limited partnership. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Peggy A. Baker
(Signature of Notary Public)



Peggy A Baker
★ My Commission CC970760
Expires November 25, 2004

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires: _____