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CERTIFICATE OF LIMITED PARTNERSHIP OF ZOM ST. PETE, LTD.

The undersigned, being the General Partner of ZOM ST. PETE, LTD., a Florida limited partnership, does hereby execute this Certificate and does hereby affirm, under penalty of perjury, that the facts stated hereinbelow are true:

- 1. The name of the limited partnership is: ZOM St. Pete, Ltd.
- 2. The address of the recordkeeping office of the limited partnership is: 1950 Summit Park Drive, Suite 300 Orlando, FI 32810-5945
- The name and address of the agent for service of process on the limited partnership is:

 Eric F. J. Boschmans
 1950 Summit Park Drive, Suite 300
 Orlando, Fl 32810-5945
- 4. The name and business address of the general partner is:

 ZOM Development IX, Ltd.

 1950 Summit Park Drive, Suite 300

 Orlando, FI 32810-5945
- The mailing address for the limited partnership is: ZOM St. Pete, Ltd.
 1950 Summit Park Drive, Suite 300 Orlando, Fl 32810-5945
- 6. The latest date upon which the limited partnership is to dissolve is: December 31, 2026

ZOM DEVELOPMENT IX, LTD.	(CORPORATE SEAL)
General Pariner	(· · · · · · · · · · · · · · · · · · ·
By: ZOM Development, Inc.	
Its: Sole General Partner	
ву:	Date: April 18, 2001
Samuel C Stephens, VII	
Executive Vice President	

AFFIDAVIT OF CAPITAL CONTRIBUTIONS ZOM ST. PETE, LTD.

BEFORE ME, the undersigned, personally appeared Samuel C. Stephens, III, as Executive Vice President of ZOM DEVELOPMENT, INC., sole General Partner of ZOM DEVELOPMENT IX. LTD., the General Partner of ZOM ST. PETE, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," whom, upon being sworn, certified as follows:

1. The amount of the initial capital contribution of the original limited partner is \$10.00.

2. The anticipated amount of additional capital contributions of the limited partners is \$8,774,000.

This 18th day of April, 2001.

FURTHER AFFIANT SAYETH 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:

ZOM DEVELOPMENT IX, LTD.

By ZOM Development, Inc. Its Sole General Partner

By:

Samuel C. Stephers, M.

Executive Vice President

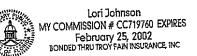
(CORPORATE SEAL)

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Samuel C. Stephens, III, as Executive Vice President of ZOM DEVELOPMENT, INC., sole general partner of ZOM DEVELOPMENT IX, LTD. (General Partner) known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions and who acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of April, 2001.

Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

I, ERIC F. J. BOSCHMANS, having a business address of 1950 Summit Park Drive, Suite 300, Orlando, Florida 32810, do hereby accept my appointment as Registered Agent of ZOM ST. PETE, LTD., a Florida limited partnership.

ERIC F. J. BOSCHMANS

Date: April 18, 2001

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, this 18th day of April, 2001, personally appeared ERIC F. J. BOSCHMANS, personally known to me and who, being duly sworn, deposes and says that he is the Registered Agent of ZOM St. Pete, Ltd., a Florida limited partnership.

NOTARY PUBLIC
State of Florida at Large

