



THE UNITED STATES
CORPORATION
COMPANY

401000000570

ACCOUNT NO. : 072100000032

REFERENCE : 129482 81491A

AUTHORIZATION :

COST LIMIT : Prepaid

ORDER DATE : April 26, 2001

ORDER TIME : 11:19 AM

ORDER NO. : 129482-005

CUSTOMER NO: 81491A

CUSTOMER: Larry B. Alexander, Esq
Jones Foster Johnston & Stubbs

Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

FILED
01 APR 26 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
NOT RECORDED
TO AVOID LATE
SUFFICIENCY OF FILING
2001 APR 26 PM 12:20

DOMESTIC FILING

NAME: CPW 12 PARTNERS, LTD.

200004081632--2
-04/26/01--01062--011
***1487.50 ***1487.50

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

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

LP- 1435.00
CERT 52.50

BK 4/26

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, in order to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101, et seq. of the Florida Statutes, do hereby certify:

1. The name of the limited partnership is CPW 12 Partners, Ltd.;
2. The address of the office of the partnership is 301 S. College Street, Suite 2580, Charlotte, North Carolina 28202;
3. The name of the agent for service of process is Larry B. Alexander, Esquire, Jones, Foster, Johnston & Stubbs, P.A., whose address is 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401;
4. The name of the general partner is Navarro Lowrey, Inc., whose business address is 301 S. College Street, Suite 2580, Charlotte, North Carolina 28202; *899000003225*
5. The mailing address for the limited partnership is 301 S. College Street, Suite 2580, Charlotte, North Carolina 28202;
6. The latest date upon which the limited partnership is to dissolve is thirty-five (35) years from the filing of this Certificate;
7. This certificate is effective upon filing.

The undersigned affirms under penalties of perjury that the facts stated herein are true.

NAVARRO LOWREY, INC.

By: 

Frank E. Navarro, President

The undersigned hereby accepts his appointment as agent for service of process.



Larry B. Alexander

AFFIDAVIT

The undersigned, Frank Navarro, President of Navarro Lowrey, Inc., the general partner of CPW 12 Partners, Ltd., being duly sworn, does hereby depose and say:

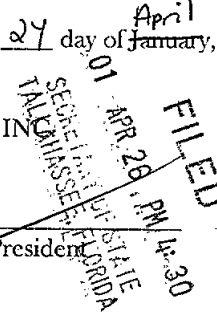
1. I am over the age of eighteen (18) years and believe in the obligation of an oath.
2. The limited partners anticipate contributing property to the partnership having a fair market value of ~~Two Hundred Thousand~~ Million Dollars (\$200,000). No further contributions by the limited partners are anticipated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day of ^{April}~~January~~, 2001.

NAVARRO LOWREY, INC.

By:

Frank Navarro, President



STATE OF NC

COUNTY OF Gaston

The foregoing instrument was sworn to, subscribed and acknowledged before me this 24 day of ^{April}~~January~~, 2001 by Frank Navarro, as President of Navarro Lowrey, Inc., who is personally known to me or had produced a driver's license as identification.

(Notary Seal)

Calvin Dickerson

Notary Public

Print Name Calvin Dickerson

My commission expires: April 01, 2006