

A01000001474

October 31, 2001

Secretary of State
Florida Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: ZOM Surfside, Ltd.
ZOM Development X, Ltd.

Enclosed are the following items in connection with each of the above-referenced partnerships:

1. Original and one signed copy of each of the following:

Certificate of Limited Partnership
Affidavit of Capital Contributions
Acceptance of Registered Agent

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***1855.00 ***1855.00

2. Two checks in the amount of \$1,855.00 representing the following:

a. Filing Fee	\$1,750.00
b. Certified Copy of Certificate	52.50
c. Filing of Acceptance of Registered Agent	35.00
d. Two (2) Certificates of Good Standing	<u>17.50</u>

TOTAL: \$1,855.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the Certificates and return the certified copies and the Certificates of Good Standing to the undersigned as soon as possible in the enclosed FedEx envelope.

Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Sincerely,

Kelli A. Wheat
Partnership Administrator

A01-1474
OK

Enclosures

1950 Summit Park Ste.
300
Orlando, Fl. 32810

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ZOM DEVELOPMENT X, LTD.**

The undersigned, being the General Partner of ZOM Development X, Ltd., a Florida limited partnership, does hereby execute this Certificate and do hereby affirm, under penalty of perjury, that the facts stated herein below are true:

1. The name of the limited partnership is:
ZOM Development X, Ltd.
2. The address of the record keeping office of the limited partnership is:
1950 Summit Park Drive, Suite 300
Orlando, FL 32810-5945
3. The name and address of the agent for service of process on the limited partnership is:
ZOM Development, Inc.
1950 Summit Park Drive, Suite 300
Orlando, FL 32810-5945
4. The name and business address of the general partner is:
ZOM Development, Inc.
1950 Summit Park Drive, Suite 300
Orlando, FL 32810-5945
5. The mailing address for the limited partnership is:
ZOM Development X, 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

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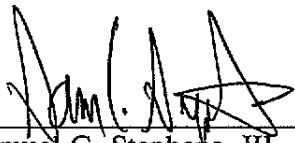
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ZOM DEVELOPMENT, INC.
General Partner

(CORPORATE SEAL)

By 
Samuel C. Stephens, III
Executive Vice President

Date: October 30, 2001

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
ZOM DEVELOPMENT X, LTD.**

BEFORE ME, the undersigned, personally appeared SAMUEL C. STEPHENS, III, as Executive Vice President of ZOM DEVELOPMENT, INC., the General Partner of ZOM Development X, 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 \$990.00.
2. The amount of the initial capital contribution of the general partner is \$10.00.
3. No additional capital contributions are presently anticipated.

This 30th day of October, 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, INC.



Samuel C. Stephens, III
Executive Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(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. (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.

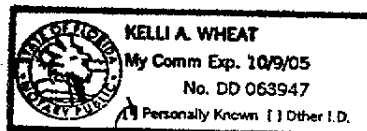
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of October, 2001.



Notary Public

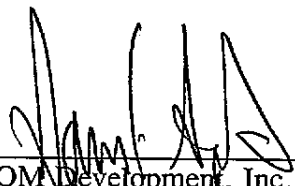
My Commission Expires:

October 9, 2005



ACCEPTANCE OF REGISTERED AGENT

I, Samuel C. Stephens, III, as an officer of and on behalf of ZOM Development, Inc., which has a business address of 1950 Summit Park Drive, Suite 300, Orlando, Florida 32810, do hereby accept the appointment of ZOM Development, Inc. as Registered Agent of ZOM DEVELOPMENT X, LTD., a Florida limited partnership.



ZOM Development, Inc.
By: Samuel C. Stephens, III
Executive Vice President

Date: 10/30/2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

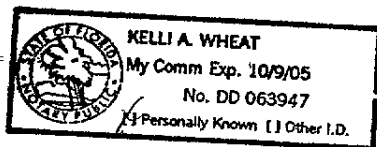
ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, this 30th day of October, 2001, personally appeared Samuel C. Stephens, III, as Executive Vice President of ZOM Development, Inc., who, is known to me and known by me to be the person that has executed the foregoing Acceptance of Registered Agent on behalf of ZOM Development, Inc. as the Registered Agent of ZOM DEVELOPMENT X, LTD., a Florida Limited Partnership.



NOTARY PUBLIC
State of Florida at Large



My Commission Expires: October 9, 2005