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P. 01

Division of Corporations

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**AO100000515**

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

01 NOV 14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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To:

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Fax Number : (850) 205-0383

From:

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AL /

**FLORIDA LIMITED PARTNERSHIP**

Breakwater Cove Partners, Ltd.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Certificate of Status	1
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BREAKWATER COVE PARTNERS, LTD.**

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

1. The name of the Partnership shall be BREAKWATER COVE 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 2002 P, L.L.C., a Florida limited liability company  
1551 Sandspur Road  
Maitland, Florida 32751
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, 2061.

This Certificate has been executed by the undersigned as of the 12<sup>th</sup> day of November, 2001.

**GENERAL PARTNER:**

CED CAPITAL HOLDINGS 2002 P, L.L.C., a  
Florida limited liability company

By: 

Jay P. Brock, Manager

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**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for BREAKWATER COVE 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:   
Janice C. Myers,  
Vice President

Dated this 12<sup>th</sup> day of November, 2001.

01 NOV 14

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned being the general partner of BREAKWATER COVE 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 BREAKWATER COVE 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 2002 P, L.L.C., a**  
Florida limited liability company

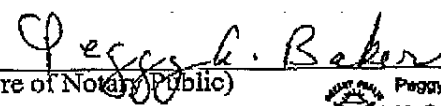
By: 

Jay P. Brock, Manager

Dated this 12<sup>th</sup> day of November, 2001.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of November, 2001, by Jay P. Brock, as Manager of CED Capital Holdings 2002 P, L.L.C., a Florida limited liability company, as general partner of Breakwater Cove 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.

  
(Signature of Notary Public)

Peggy A. Baker

My Commission CC970780

Expires November 25, 2004

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. \_\_\_\_\_

My commission expires: \_\_\_\_\_