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FLORIDA FILING & SEARCH SERVICES, INC.

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RECEIVED
01 DEC 20 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DATE: 12-20-01

NAME: BIRCH WOOD PARK, LTD.

TYPE OF FILING: CORP. FILING

COST: CHECK ATTACHED FOR \$148.75

RETURN: CERTIFIED COPY AND GOOD STANDING
(2)

+ extra Good Study

ACCOUNT: ~~002000000000~~ 0025

AUTHORIZATION: ABBIE/PAUL HODGE

7000004734217--8
-12/20/01--01038--007
****148.75 ****148.75

7000004734217--8
-12/20/01--01038--010
*****52.50 *****8.75

FILED
01 DEC 20 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIVE SECOND

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BIRCH WOOD PARK, LTD.**

01 DEC 20 PM 1:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the Partnership shall be BIRCH WOOD PARK, LTD. (the "Partnership").
2. The initial business address of the Partnership where records shall be kept shall be 1977 Dundee Drive, Winter Park, Florida 32792.
3. 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.
4. The names and initial business addresses of the General Partners are:

BIRCH WOOD PARK, INC., a Florida corporation
1977 Dundee Drive
Winter Park, Florida 32792 *pg 1 000120191*
5. The initial mailing address of the limited partnership is Post Office Box 4961, Orlando, Florida 32802-4961.
6. 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 19th day of December, 2001.

GENERAL PARTNER:

BIRCH WOOD PARK, INC., a Florida corporation

By: _____

Shane L. Acevedo
Shane L. Acevedo, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for BIRCH WOOD PARK, 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 Section 620.192, Florida Statutes.

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

By: _____

Janice C. Myers
Janice C. Myers, Vice President

Dated this 19th day of December, 2001.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of BIRCH WOOD PARK, 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 BIRCH WOOD PARK, 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:

BIRCH WOOD PARK, INC., a Florida corporation

By: _____

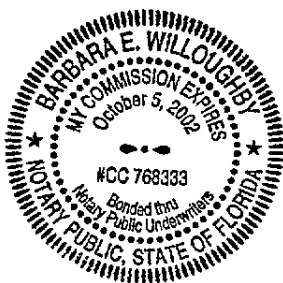
Shane L. Acevedo, President

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SECTION OF STATE
TALLAHASSEE, FLORIDA

Dated this 19th day of December, 2001.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of December, 2001, by **Shane L. Acevedo**, as President of Birch Wood Park, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.



Barbara E. Willoughby
(Signature of Notary Public)

BARBARA E. WILLOUGHBY
Notary Public, State of Florida
(Typed name of Notary Public)
My Comm. Expires October 5, 2002
Notary Public, State of Florida
Comm. No. CC768333
Commission No. _____
My commission expires: 10-5-02