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FILED
01 DEC 20 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE: 12-20-01

NAME: PAMPA WILLOWS, LTD.

TYPE OF FILING: CORP. FILING

RECEIVED
01 DEC 20 AM 11:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COST: CHECK ATTACHED FOR \$148.75

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400004734224--7
-12/20/01--01038--009
****148.75 ****148.75

RETURN: CERTIFIED COPY AND ⁽²⁾GOOD STANDING

400004734224--7
-12/20/01--01038--010
*****52.50 *****8.75

+ extra Good Standing

ACCOUNT: ~~XXXXXXXXXX~~

OK

AUTHORIZATION: ABBIE/PAUL HODGE

Free SECURS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PAMPA WILLOWS, LTD.**

01 DEC 20 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the Partnership shall be PAMPA WILLOWS, 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:

PAMPA WILLOWS, INC., a Florida corporation
1977 Dundee Drive
Winter Park, Florida 32792
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.

pel000120201

This Certificate has been executed by the undersigned as of the 19th day of December, 2001.

GENERAL PARTNER:

PAMPA WILLOWS, INC., a Florida corporation

By: 
Shane L. Acevedo, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for PAMPA WILLOWS, 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, 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 PAMPA WILLOWS, 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 PAMPA WILLOWS, 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:

PAMPA WILLOWS, INC., a Florida corporation

By: *Shane L. Acevedo*
Shane L. Acevedo, President

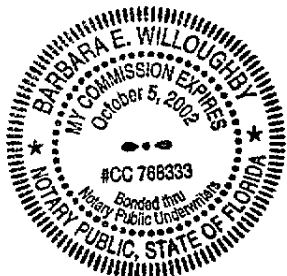
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TALLAHASSEE, FLORIDA

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 Pampa Willows, 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
(Typed name of Notary Public)
Notary Public, State of Florida
Notary Public, State of Florida
My Comm: expires **October 5, 2002**
Commission No. **CC768333**
My commission expires: 10-5-02