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ACCOUNT NO. : 072100000032

REFERENCE : 482967 82866A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 148.75

FILED
01 DEC 20 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 20, 2001

ORDER TIME : 10:29 AM

ORDER NO. : 482967-005

CUSTOMER NO: 82866A

CUSTOMER: H. Adam Airth, Jr., Esq
Clark, Campbell & Mawhinney,
P.a.
4740 Cleveland Heights Blvd

Lakeland, FL 33813

RECEIVED
01 DEC 20 AM 11:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: KINGS POINTE, LTD.

600004734256-7

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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: _____

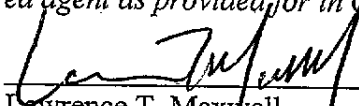
BK

**CERTIFICATE OF LIMITED PARTNERSHIP OF
KINGS POINTE, LTD.
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

1. The name of the Partnership is: **KINGS POINTE, LTD.**
2. The street and mailing address of the principal office of the Partnership is: 500 South Florida Avenue, Suite 700, Lakeland, Florida 33801.
3. The name and address of the agent for service of process on the Partnership is Lawrence T. Maxwell, 500 South Florida Avenue, Suite 700, Lakeland, Florida 33801.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Lawrence T. Maxwell

4. The name and business address of the sole general partner is: CRF Management Co., Inc., a Florida corporation, 500 South Florida Avenue, Suite 700, Lakeland, Florida 33801.
5. The latest upon which the Partnership shall dissolve is December 31, 2031.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of Kings Pointe, Ltd., this 19th day of December, 2001.

CRF Management Co., Inc., a Florida
corporation, General Partner

By:


Lawrence T. Maxwell, its President

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
KINGS POINTE, LTD.**

STATE OF FLORIDA
COUNTY OF POLK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Lawrence T. Maxwell, President of CRF Management Co., Inc., a Florida corporation, the sole general partner of KINGS POINTE, LTD. (the "Partnership"), who, being sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, \$1,000.00.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

Signed this 19th day of December, 2001.

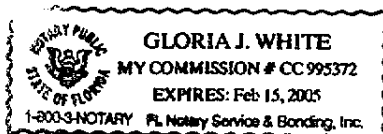
GENERAL PARTNER:


CRF Management Co., Inc., a Florida corporation

By:


Lawrence T. Maxwell, its President

SWORN to before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, LAWRENCE T. MAXWELL, President of CRF MANAGEMENT CO., INC., a Florida corporation, to me personally known or known to me by evidence of _____ to be the person described in and who executed the foregoing instrument and who did not take an oath.





Notary Signature

Notary Public

State of Florida

My commission expires: 2-15-05