



A 02000000295

ACCOUNT NO. : 072100000032

REFERENCE : 430123 5011226

AUTHORIZATION :

Patricia Pijuta

COST LIMIT : \$ 148.75

FILED
02 MAR -5 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 5, 2002

ORDER TIME : 2:25 PM

ORDER NO. : 430123-055

CUSTOMER NO: 5011226

CUSTOMER: Lillian Clover, Legal Asst
Gray Harris & Robinson, P.a.

300005044373--5

Suite 1400
301 East Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: CEDAR POINT LIMITED
PARTNERSHIP

FILE SECOND

BK

- 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: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAR -5 PM 3:00

RECEIVED

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CEDAR POINT LIMITED PARTNERSHIP**

THE UNDERSIGNED hereby makes and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. **NAME OF PARTNERSHIP.** The name of the limited partnership shall be **CEDAR POINT LIMITED PARTNERSHIP.**

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the partnership shall be located at 247 North Westmonte Drive, Altamonte Springs, Florida, 32714, or at such other place or places as the General Partner shall from time to time determine.

3. **NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.**

W. Terry Costolo, Esquire
301 East Pine Street, Suite 1400
Orlando, Florida 32801

4. **NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.**

L02000005226
Picerne Cedar Point, LLC, a Florida limited liability company
247 North Westmonte Drive
Altamonte Springs, Florida 32714

5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.**

247 North Westmonte Drive
Altamonte Springs, Florida 32714

6. **TERM.** The partnership shall be dissolved on December 31, 2051, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 28th day of February, 2002

General Partner:

PICERNE CEDAR POINT, LLC
a Florida limited liability company

By: _____

Robert M. Picerne, as Manager

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR CEDAR POINT LIMITED PARTNERSHIP**

THE UNDERSIGNED, constituting all of the general partners of **CEDAR POINT LIMITED PARTNERSHIP**, a Florida Limited Partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$999.90.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$: 999.90.

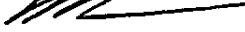
FURTHER AFFIANT SAYETH NOT.

Signed this 28th day of February, 2002.

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

General Partner:

PICERNE CEDAR POINT, L.P.
a Florida limited liability company

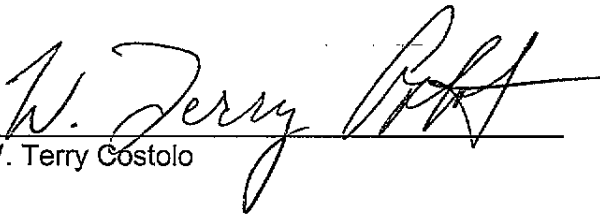
By: 
Robert M. Picerne, Manager

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TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

CEDAR POINT LIMITED PARTNERSHIP

Having been named to accept service of process for **CEDAR POINT LIMITED PARTNERSHIP**, a Florida limited partnership, I hereby accept appointment as its Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of Florida 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.


W. Terry Costolo

#41804/Orlando

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DIVISION OF CORPORATIONS
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