

MAR-18-02 MON 06:31 PM

Division of Corporations

FAX NO.

**A02000000384**

Page 1 of 2

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H02000059290 5)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : BROAD AND CASSEL (ORLANDO)  
Account Number : I19980000090  
Phone : (407) 839-4200  
Fax Number : (407) 425-8377

RECEIVED  
02 MAR 19 AM 7:49  
DIVISION OF CORPORATION

**FLORIDA LIMITED PARTNERSHIP**

Wilmington Club Partners, Ltd.

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
| Page Count            | 04       |
| Estimated Charge      | \$148.75 |

Fla. Dept. of State  
Electronic Filing  
Audit # **H02000059290-5**

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
WILMINGTON CLUB PARTNERS, LTD.**

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

1. The name of the Partnership shall be WILMINGTON CLUB 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 1400, Orlando, Florida 32801.

3. The names and initial business addresses of the General Partners are:

**CED CAPITAL HOLDINGS 2002 PP, 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, 2062.

This Certificate has been executed by the undersigned as of the 18<sup>th</sup> day of March, 2002.

**GENERAL PARTNER:**

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

By: \_\_\_\_\_

Jay P. Brock, Manager

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAR 19

MAR-18-02 MON 06:31 PM

FAX NO.

P. 03


Fla. Dept. of State  
Electronic Filing  
Audit # H02000059290-5

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for WILMINGTON CLUB 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 18th day of March, 2002.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR 19

Fla. Dept. of State  
Electronic Filing  
Audit # H02000059290-5

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of WILMINGTON CLUB 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 WILMINGTON CLUB 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 PP, L.L.C., a**  
Florida limited liability company

By: Jay P. Brock, Manager

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR 19

Dated this 14 day of March, 2002.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14 day of March, 2002, by Jay P. Brock, as Manager of CED Capital Holdings 2002 PP, L.L.C., a Florida limited liability company, as general partner of Wilmington Club 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.

Peggy A. Baker  
(Signature of Notary Public)



Peggy A. Baker  
My Commission CC970760  
Expires November 25, 2004

(Typed name of Notary Public)  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_