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ACCOUNT NO. : 072100000032

REFERENCE :

530282

8432A

AUTHORIZATION :

ORDER DATE: April 16, 2002

ORDER TIME : 10:48 AM

ORDER NO. : 530282-015

CUSTOMER NO:

8432A

CUSTOMER:

Ms. Jenny Lowe

Sobering, white & Luczak, P.a.

Suite 240

558 West New England Ave. Winter Park, FL 32789

DOMESTIC FILING

NAME:

NORTH EAST POLK, L.L.L.P.

LLLP

FILE SECOND

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:



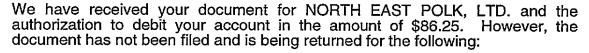
FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 16, 2002

DEBORAH SCHRODER CSC TALLAHASSEE, FL

SUBJECT: NORTH EAST POLK, LTD.

Ref. Number: A02000000577



The Statement of Qualification must contain a statement about exactly what suffix the limited partnership wishes to adopt. Usually "LLLP" or "L.L.L.P." is used.

Also, since the partnership has the option of dropping the "LTD." on its name, there should be a statement about exactly what the name should be after the qualification filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr Corporate Specialist

Letter Number: 402A00022620



STATEMENT OF QUALIFICATION

The undersigned Larry Godwin, as the General Partner of NORTH EAST POLK, LTD., a Florida limited partnership (the "Partnership"), pursuant to the terms and conditions set forth in Florida Statutes section 620.9001, hereby certifies as follows:

- 1. The terms and conditions under which the Partnership has elected to become a limited liability limited partnership have been approved by the affirmative vote of all of the limited and general partners of the Partnership which is greater than the number of affirmative votes required to amend the partnership agreement of the Partnership; and
- 2. The name of the partnership, as identified in the records of the Department of State, is NORTH EAST POLK, LTD.; and
- 3. The street address of the Partnership's chief executive office is 1330 Palmetto Avenue, Winter Park Fl. 32789; and
- 4. The name and street address of the Partnership's agent for service of process is:

Robert B. White Jr. 558 West New England Avenue Winter Park, Fl. 32789

- 5. The Partnership hereby elects to be a limited liability limited partnership; and
- 6. The change in the Partnership's status as a limited liability limited partnership shall become effective when this instrument is filed with the Secretary of the State of Florida.

Larry Godwin, as a general partner North East Polk, Ltd., a Florida limited

Partnership

APR 16 PM 3

7. After the qualification filing, the Partnership will be identified in the records of the Department of State as NORTH EAST POLK, LLLP.

FILED PH 3: 47
SECRETARISSEE, FLORIDA
TALLIAMASSEE, FLORIDA