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**Florida Department of State**

Division of Corporations

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**From:**

Account Name : FOLEY & LARDNER  
Account Number : 072720000061  
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**FLORIDA LIMITED PARTNERSHIP**

**ABB/Dickinson Partnership, Ltd.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**

**ABB/DICKINSON PARTNERSHIP, LTD.,**  
**a Florida limited partnership**

The undersigned General Partner desiring to form a Limited Partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Limited Partnership is ABB/Dickinson Partnership, Ltd. (the "Partnership").
2. The address of the business office of the Partnership is:  
450 South Orange Avenue  
Orlando, Florida 32801.
3. The name and address of the agent for service of process upon the Partnership are:  
Robert A. Bourne  
450 South Orange Avenue  
Orlando, Florida 32801.
4. The name and business address of the General Partner of the Partnership are:  
St. Joe/CNL Realty Group, Ltd.  
450 South Orange Avenue  
Orlando, Florida 32801.
5. The mailing address of the Partnership is:  
450 South Orange Avenue  
Orlando, Florida 32801.
6. The latest date upon which the Partnership will dissolve is December 31, 2005.

The execution of this Certificate of Limited Partnership by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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This Certificate of Limited Partnership has been executed by the General Partner of  
ABB/Dickinson Partnership, Ltd. this 13<sup>th</sup> day of May, 2002.

**ST. JOE/CNL REALTY GROUP, LTD.**

By: St. Joe Central Florida Management,  
Inc., a Florida corporation  
General Partner

By: Michael M. Regan  
Name: MICHAEL N. REGAN  
Title: VICE PRESIDENT

By: CNL Corporate Venture, Inc.,  
a Florida corporation  
General Partner

By: James M. Senoff, Jr.  
Name: JAMES M. SENOFF, JR.  
Title: Chairman, CEO

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, constituting the general partner of ABB/Dickinson Partnership, Ltd., certifies as follows:

The amount of capital contributions to date of the limited partners is \$-0-.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100,000.

Executed this 13<sup>th</sup> day of May, 2002.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

**ST. JOE/CNL REALTY GROUP, LTD.**

By: St. Joe Central Florida Management,  
Inc., a Florida corporation  
General Partner

By: Michael M. Reagan  
Name: MICHAEL M. REAGAN  
Title: VICE PRESIDENT

By: CNL Corporate Venture, Inc.,  
a Florida corporation  
General Partner

By: James M. Seneff, Jr.  
Name: JAMES M. SENEFF, JR.  
Title: Chairman, CEO

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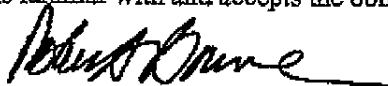
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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated limited partnership, at the place designated in the above Certificate of Limited Partnership, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties. He is familiar with and accepts the obligations of a registered agent.



Robert A. Bourne

Date: May 13<sup>th</sup>, 2002

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