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Ltd

1.) *Tally Ho! Venture I, Ltd.*
(CORPORATE NAME & DOCUMENT #)

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***1862.50 ***1837.50

2.)
(CORPORATE NAME & DOCUMENT #)

\$1837.50

3.)
(CORPORATE NAME & DOCUMENT #)

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4.)
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5.)
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SPECIAL INSTRUCTIONS

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J. BRYAN JUN 13 2002

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TALLY HO! VENTURE I, LTD.

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The undersigned, being the General Partners of TALLY HO! VENTURE I, LTD., a Florida limited partnership, do execute this Certificate, and do hereby affirm, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the Limited Partnership is:

TALLY HO! VENTURE I, LTD., a Florida limited partnership

2. The address of the office and the name and address of the agent for service of process on the Limited Partnership is:

Thomas F. Lang, Esquire
14 E. Washington Street – Suite 600
Orlando, Florida 32801

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

Eagle I, LLC, a Florida limited liability company #L02000007343
8988 Lake Charity Drive
Maitland, Florida 32794

Elkar Student Holdings, LLC, a Florida limited liability company #L02000009229
5145 City Street
Orlando, Florida 32839

4. The mailing address for the Limited Partnership is

8988 Lake Charity Drive
Maitland, Florida 32794

5. The latest date upon which the Limited Partnership is to dissolve is:

December 31, 2052

6. This document has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes

GENERAL PARTNER:


EAGLE I, LLC,
A Florida Limited Liability Company

By: 
Hal Marston, Member

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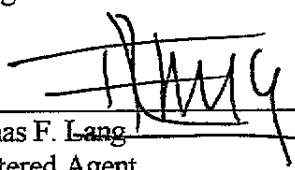
GENERAL PARTNER:

ELKAR STUDENT HOLDINGS, LLC,
A Florida Limited Liability Company
By: Elkar Holdings (Florida), Inc., Member

By: 
Henry Morton, President

**ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT**

Having been named as the registered agent for TALLY HO! VENTURE I, LTD. for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.


Thomas F. Lang
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTION

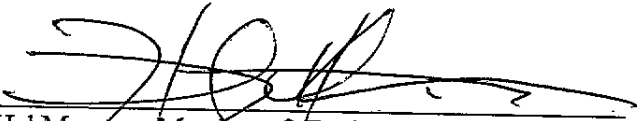
BEFORE ME, the undersigned authority, personally appeared HAL MARSTON, Member of EAGLE I, LLC, a Florida limited liability company, and HENRY MORTON, Member of ELKAR STUDENT HOLDINGS, LLC, a Florida limited liability company, the General Partners of TALLY HO! VENTURE I, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certify as follows:

1. The amount of the initial and total anticipated capital contribution of the Limited Partners of the Partnership is the fair market value of certain assets in the amount of \$2,500,000.00.

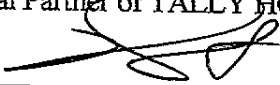
Dated this 31st day of MAY, 2002.

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.



Hal Marston, Member of Eagle I, LLC,
A General Partner of TALLY HO! VENTURE I, LTD.



Henry Morton, President of Elkar Holdings (Florida), Inc.,
Member of Elkar Student Holdings,
LLC, A General Partner of TALLY HO! VENTURE I, LTD.

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