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GRAYHARRIS
ATTORNEYS AT LAW

FILE 2ND

August 23, 2002

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Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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2002 AUG 23 PM 2:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
E-MAIL ADDRESS

To Whom It May Concern:

Enclosed for filing, please find the **CERTIFICATE OF LIMITED PARTNERSHIP AND AFFIDAVIT OF CAPITAL CONTRIBUTION**, along with a check in the amount of **\$1,915.00** for the applicable filing fees and to obtain a **CERTIFIED** copy of the **CERTIFICATE** for the following entity:

CVJCR PROPERTIES, LTD.

800007317628--3
-08/23/02-01033-028
***1915.00 ***1915.00

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,



Jill W. May, Paralegal

/jwm
Enclosures

800007317628--3
-08/23/02-01033-028
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TALLAHASSEE, FLORIDA

J. BRYAN AUG 26 2002

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
CVJCR PROPERTIES, LTD.**

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TALLAHASSEE, FLORIDA

This Certificate of Limited Partnership and Affidavit of Capital Contribution executed this 22nd day of August, 2002, by CVJCR MANAGEMENT, INC., a Florida corporation, as General Partner of CVJCR PROPERTIES, LTD., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate of Limited Partnership and Affidavit of Capital Contribution evidences a limited partnership which complies with Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is:

CVJCR PROPERTIES, LTD.

2. Office. The address of the office of the Partnership required by F.S. 620.105 shall be:

301 S. Orlando Avenue
Suite 200
Maitland, Florida 32751

The records required to be kept by the Partnership pursuant to Section 620.106, Florida Statutes, shall be maintained at the office of the Partnership.

3. Agent for Service of Process. The agent for service of process on the Partnership shall be:

Pamela O. Price, Esquire
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

4. Name and Business Address of General Partner. The General Partner is:

CVJCR MANAGEMENT, INC., a Florida corporation #p02000092327
301 S. Orlando Avenue, Suite 200
Maitland, Florida 32751

5. Mailing Address of Limited Partnership. The mailing address of the Partnership is:

Post Office Box 1720
Winter Park, Florida 32790

6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be: December 31, 2102.

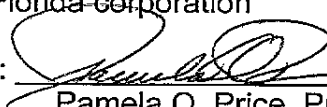
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

WITNESS:

GENERAL PARTNER:

CVJCR MANAGEMENT, INC.
a Florida corporation

By:


Pamela O. Price, President

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TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of CVJCR PROPERTIES, LTD., I hereby accept and agree to act in this capacity.


Pamela O. Price

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS

ROSA MANAGEMENT, INC., a Florida corporation, the sole General Partner of CVJCR PROPERTIES, LTD., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partners is \$100.00.
2. The amount anticipated to be contributed by the Limited Partners is \$5,000,000.00.

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:

CVJCR MANAGEMENT, INC.,
a Florida corporation

By: 

Pamela O. Price
Its: President

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