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**FLORIDA LIMITED PARTNERSHIP**

The Club at Palm Bay Partners, Ltd.

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Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE CLUB AT PALM BAY PARTNERS, LTD.**

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

1. The name of the Partnership shall be **THE CLUB AT PALM BAY 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 1100, Orlando, Florida 32801.

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

**CED CAPITAL HOLDINGS 2003 J, 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, 2063.

This Certificate has been executed by the undersigned as of the 29th day of January, 2003.

**GENERAL PARTNER:**

**CED CAPITAL HOLDINGS 2003 J, L.L.C.**,  
a Florida limited liability company

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

Tricia Doody, Manager

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**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for THE CLUB AT PALM BAY 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: \_\_\_\_\_

  
Kristi L. Sullivan,  
Vice President

Dated this 29<sup>th</sup> day of January, 2003.

03 JAN 29 AM 6:42  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of THE CLUB AT PALM BAY 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 THE CLUB AT PALM BAY 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 2003 J, L.L.C.,**  
a Florida limited liability company

By: Tricia Doody, Manager

Dated this 29<sup>th</sup> day of January, 2003.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of January, 2003, by Tricia Doody, as Manager of CED Capital Holdings 2003 J, L.L.C., a Florida limited liability company, as general partner of The Club at Palm Bay Partners, Ltd., a Florida limited partnership. She 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)

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. \_\_\_\_\_

My commission expires: \_\_\_\_\_



Peggy A. Baker  
My Commission C0970760  
Expires November 25, 2004