

FEB-21-2003 FRI 12:29 PM

FAX NO.

Division of Corporations

P. 01/04

A0300 0000277

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000059504 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : BROAD AND CASSEL (ORLANDO)

Account Number : I19980000090

Phone : (407) 839-4200

Fax Number : (407) 839-4264

RECEIVED
03 FEB 21 PM 1:34
DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Magnolia Cove Partners, Ltd.

03 FEB 21 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

2-21-03

FEB-21-2003 FRI 12:29 PM

FAX NO.

P. 02/04

Fla. Dept. of State
Electronic Filing
Audit # H03000059504 B

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAGNOLIA COVE PARTNERS, LTD.**

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

1. The name of the Partnership shall be **MAGNOLIA COVE 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 BB, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751

LD30000006309

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 19th day of February, 2003.

GENERAL PARTNER:

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

By: *[Signature]*
Jay P. Brock, Manager

AND
FILED
03 FEB 21 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB-21-2003 FRI 12:30 PM

FAX NO.

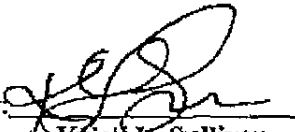
P. 03/04

Fla. Dept. of State
Electronic Filing
Audit # H03000059504 8

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MAGNOLIA COVE 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 21st day of February, 2003.

FILED
03 FEB 21 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB-21-2003 FRI 12:30 PM

FAX NO.

P. 04/04

Fla. Dept. of State
Electronic Filing
Audit # H03000059504 B

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of MAGNOLIA COVE 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 MAGNOLIA COVE 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 BB, L.L.C.,
a Florida limited liability company

By: Jay P. Brock
Jay P. Brock, Manager

Dated this 19th day of February, 2003.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of February, 2003, by Jay P. Brock, as Manager of CED Capital Holdings 2003 BB, L.L.C., a Florida limited liability company, as general partner of Magnolia Cove Partners, Ltd., a Florida limited partnership. He 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 CCB70700
Expires November 25, 2004