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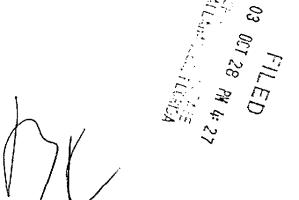
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| NEW FILINGS | AMENDMENTS | | |
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| Non-Profit | Resignation of R.A., C | fficer/Director | |
| Limited Liability | Change of Registered | | |
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| OTHER FILINGS | REGISTRATION/QUALI | FICATION | |
| Annual Report | Foreign | 10.311011 | |
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Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP OF DOUGLAS METROWEST LIMITED PARTNERSHIP

Pursuant to Chapter 620, Florida Statutes (the "Act"), the undersigned, being the sole General Partner of DOUGLAS METROWEST LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), does execute this Certificate and does hereby affirm, under penalty of perjury, that the facts stated in this Certificate are true and correct:

ARTICLE I NAME

The name of the Partnership is DOUGLAS METROWEST LIMITED PARTN

ARTICLE II OFFICE AND AGENT FOR SERVICE OF PROCESS

The name and address of the agent for service of process for the Partnership is

Douglas A. Hoeksema 400 Park Avenue South, Suite 220 Winter Park, FL 32789

The Partnership may change its registered agent or the address of the office for service of process, by filing with the Department of State of the State of Florida an amendment complying with the Act.

ARTICLE III NAMES AND ADDRESSES OF GENERAL PARTNERS

The names and addresses of the General Partner is as follows:

MetroWest Partners, Inc.
400 Park Avenue South, Suite 220
Winter Park, FL 32789

ARTICLE IV MAILING ADDRESS

The mailing address for the Partnership shall be 400 Park Avenue South, Suite 220, Winter Park, Florida 32789.

ARTICLE V TERM

This Partnership shall commence on the date upon which this Certificate of Limited Partnership is duly filed with the Office of the Secretary of State of the State of Florida and shall continue in accordance with the terms provided in the Limited Partnership Agreement.

ARTICLE VI PURPOSE, POWERS AND DUTIES

The Partnership is organized solely for the purpose of (i) being the sole general partner of MetroWest Boulevard Limited Partnership, a Florida limited partnership (the "MetroWest Boulevard Partnership"); (ii) acting as, and exercising all of the authority of, the general partner of the MetroWest Boulevard Partnership; and (iii) transacting any and all lawful business for which a limited partnership may be organized under the Act that is incident, necessary and appropriate to accomplish the foregoing.

ARTICLE VII MISCELLANEOUS

The provisions of this Certificate of Limited Partnership will supersede any conflicting provision of the Limited Partnership Agreement.

Dated this day of October, 2003.

METROWEST PARTNERS, INC.

a Florida comporation, as the sole General Parmer

By:__

Douglas A. Hocksema, Presiden

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent for DOUGLAS METROWEST LIMITED PARTNERSHIP 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.

Douglas A. Hoeksema

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR DOUGLAS METROWEST LIMITED PARTNERSHIP

The undersigned, the sole General Partner of DOUGLAS METROWEST LIMITED PARTNERSHIP, a Florida limited partnership, certify as follows:

| 2. | The total amount contributed and anticipated to be contributed by the limited partners at |
|------------------|--|
| this time totals | The total amount contributed and anticipated to be contributed by the limited partners at \$ |
| Dated | this day of October, 2003. |

The amount of capital contributions to date of the limited partners is \$10.00.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

METROWEST PARTNERS, INC.
a Florida comporation
as sole General Partner

By:

Douglas A. Hoeksema, President

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