

Division of Corporations

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From: Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
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FLORIDA LIMITED PARTNERSHIP

THE CLUB AT EUSTIS VILLAGE PARTNERS, LTD

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$148.75

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P. 01/05

Department of State 1/30/2004 8:55 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 30, 2004

BROAD AND CASSEL

SUBJECT: THE CLUB AT EUSTIS VILLAGE PARTNERS, LTD.
REF: W04000004120

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE CLUB AT EUSTIS VILLAGE PARTNERS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of THE CLUB AT EUSTIS VILLAGE 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 EUSTIS VILLAGE 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 2004 O, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751

LOL 8238

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 29 day of January, 2004.

GENERAL PARTNER:

CED CAPITAL HOLDINGS 2004 O, L.L.C.
a Florida limited liability company

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

04 JAN 30 PM 12: 21
CORPORATE SECRETARY
TRACY AMASSE, FLORIDA

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for THE CLUB AT EUSTIS VILLAGE 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: 
Janice Myers,
Vice President

Dated this 29th day of January, 2004.

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

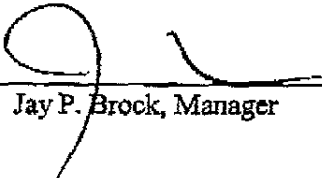
The undersigned being the general partner of THE CLUB AT EUSTIS VILLAGE PARTNERS, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of THE CLUB AT EUSTIS VILLAGE PARTNERS, LTD., with the Florida Department 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 2004 O, L.L.C.,
a Florida limited liability company

By: 
Jay P. Brock, Manager

Dated this 29 day of January, 2004.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29 day of January, 2004, by Jay P. Brock, as Manager of CED Capital Holdings 2004 O, L.L.C., a Florida limited liability company, as general partner of The Club at Eustis Village Partners, Ltd., a Florida limited partnership. He is personally known to me or has produced identification and who did/did not take an oath.


(Signature of Notary Public) Peggy A. Baker
 My Commission CC970760
Expires November 25, 2004

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires: _____

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TALLAHASSEE, FLORIDA

APPROVED
AND
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