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FLORIDA LIMITED PARTNERSHIP

GULF BOULEVARD PARTNERS II, LTD.

Certificate of Status	1
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
GULF BOULEVARD PARTNERS II, LTD.

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

1.   The name of the Partnership shall be **GULF BOULEVARD PARTNERS II, 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 AA, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751   L04-171618

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 4th day of March, 2004.

GENERAL PARTNER:

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

By: _____
Jay P. Brock, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for GULF BOULEVARD PARTNERS II, 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:_____
    Robyn Noren   , Vice President

Dated this 5th day of March, 2004.

2

H04000048355 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of GULF BOULEVARD PARTNERS II, 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 GULF BOULEVARD PARTNERS II, 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 AA, L.L.C.,
a Florida limited liability company

By:_____
Jay P. Brock, Manager

Dated this ⁴ day of March, 2004.

STATE OF FLORIDA
COUNTY OF ORANGE

. The foregoing instrument was acknowledged before me this ⁴ day of March, 2004, by Jay P. Brock, as Manager of CED Capital Holdings 2004 AA, L.L.C., a Florida limited liability company, as general partner of GULF BOULEVARD PARTNERS II, LTD., a Florida limited partnership. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

_____
(Signature of Notary Public)

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

H04000048355 3