

MAR-12-2004 FRI 03:58 PM

FAX NO

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Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32310

FLORIDA LIMITED PARTNERSHIP

RIVERCREST PARTNERS II, LTD.

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

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RIVERCREST PARTNERS II, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of RIVERCREST 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 **RIVERCREST 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 CC, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751

✓ LD4-19137

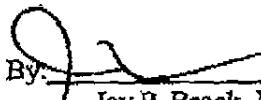
4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.

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 12 day of March, 2004.

GENERAL PARTNER:

CED CAPITAL HOLDINGS 2004 CC, 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 RIVERCREST 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 12 day of March, 2004.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of RIVERCREST 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 RIVERCREST 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 CC, L.L.C.,
a Florida limited liability company

By: 

Jay P. Brock, Manager


Dated this 12 day of March, 2004.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12 day of March, 2004, by Jay P. Brock, as Manager of CED Capital Holdings 2004 CC, L.L.C., a Florida limited liability company, as general partner of RIVERCREST 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.



Peggy A. Baker
My Commission CC970780
Expires November 25, 2004


(Signature of Notary Public)

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

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TALLAHASSEE, FLORIDA

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