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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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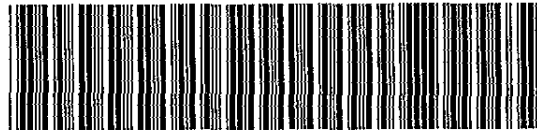
(Business Entity Name)

(Document Number)

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CORPORATION SERVICE COMPANY™

★ F122NCL ★

ACCOUNT NO. : 072100000032

REFERENCE : 492424 82866A

AUTHORIZATION :

Patricia Lopez

COST LIMIT : \$ 87.50

ORDER DATE : March 12, 2004

ORDER TIME : :59 PM

ORDER NO. : 492424-025

CUSTOMER NO: 82866A

CUSTOMER: Ms. Christy Cundiff
Clark, Campbell & Mawhinney,
P.a.
Suite 800
500 South Florida Avenue
Lakeland, FL 33801

DOMESTIC FILING

NAME: ODYSSEY OPERATING PARTNERSHIP,
LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

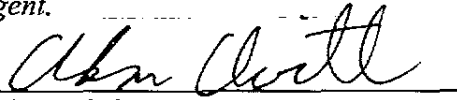
EXAMINER'S INITIALS: _____

**CERTIFICATE OF LIMITED PARTNERSHIP OF
ODYSSEY OPERATING PARTNERSHIP, LTD.
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

1. The name of the Partnership is: **ODYSSEY OPERATING PARTNERSHIP, LTD.**
2. The street and mailing address of the principal office of the Partnership is: 500 South Florida Avenue, Suite 700, Lakeland, Florida 33801.
3. The name and address of the agent for service of process on the Partnership is: H. Adam Airth, Jr., 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801.

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


H. Adam Airth, Jr.

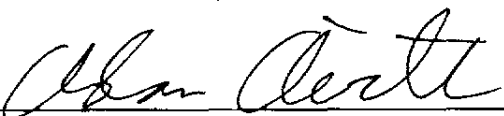
FO4000001460

4. The name and business address of the sole general partner is: Odyssey Diversified Properties, Inc., a Maryland corporation qualified to do business in the State of Florida, 500 South Florida Avenue, Suite 700, Lakeland, Florida 33813.
5. The latest upon which the Partnership shall dissolve is December 31, 2104.

Under 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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of Odyssey Operating Partnership, Ltd., this 16 day of March, 2004.

Odyssey Diversified Properties, Inc.,
a Maryland corporation qualified to do business
in the State of Florida, sole General Partner

By: 
H. Adam Airth, Jr., its Assistant Secretary

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
ODYSSEY OPERATING PARTNERSHIP, LTD.**

H. Adam Airth, Jr., as Assistant Secretary of Odyssey Diversified Properties, Inc., a Maryland corporation qualified to do business in Florida, the sole general partner of Odyssey Operating Partnership, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

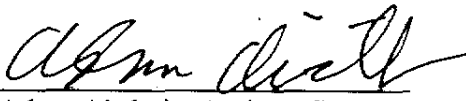
1. The amount of capital contributions to the Partnership made by the limited partners to date is, in the aggregate, \$20.00.
2. The amount of additional capital contributions to be made by the limited partners is estimated at, in the aggregate, \$50,000,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Signed this 16 day of March, 2004.

SOLE GENERAL PARTNER:
Odyssey Diversified Properties, Inc.,
a Maryland corporation
qualified to do business in the State of Florida

By: 
H. Adam Airth, its Assistant Secretary