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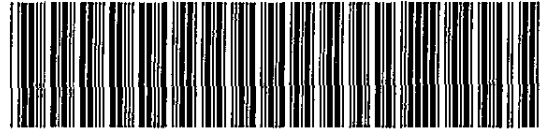
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March 12, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: J&K Florio, Limited Partnership

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Certificate of Limited Partnership for J&K Florio, Limited Partnership. Also enclosed is our firm's check for \$1,435.00 representing the filing fee for such instrument. After filing is completed by your office, kindly return to the undersigned a filed copy of the above for our records. Thank you.

Sincerely,


Helen Brock Ford
Paralegal

/hbf
Enclosures

Cc: Mr. John M. Florio

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
J&K FLORIO, LIMITED PARTNERSHIP**


Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of J&K FLORIO, LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be J&K FLORIO, LIMITED PARTNERSHIP.
2. The address of the office where records shall be kept shall be 2200 Park Avenue North, Winter Park, Florida 32789. The name and address of the 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 name and address of the general partner is:

John M. Florio Family Trust dated 2/ 25 /04
John M. Florio, Trustee
2200 Park Avenue North
Winter Park, Florida 32789
4. The mailing address and principal place of business of the limited partnership is 2200 Park Avenue North, Winter Park, Florida 32789.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2054.

This Agreement has been executed by the undersigned this 25th day of February, 2004.

GENERAL PARTNER:



John M. Florio Family Trust dated 2/ 25 /04, John
M. Florio, Trustee

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for J&K FLORIO, LIMITED PARTNERSHIP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with the undersigned's statutory obligations as such.

B&C Corporate Services of Central Florida, Inc.

By: 

Anthony W. Palma, Vice President

Dated this 25th day of February, 2004.

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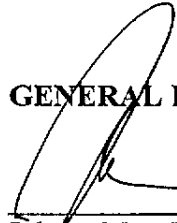
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of J&K FLORIO, LIMITED PARTNERSHIP, and being duly sworn does hereby set forth the following for the purposes of accompanying the filing of the Certificate of Limited Partnership of J&K FLORIO, LIMITED PARTNERSHIP 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 real property in the approximate amount of \$200,000.00 and no further capital contributions from the limited partners are reasonably anticipated at this time.


This Affidavit is executed and sworn to by:

GENERAL PARTNER:


John M. Florio Family Trust dated
2/25/04, John M. Florio, Trustee

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25 day of February, 2004, by John M. Florio, Trustee of the John M. Florio Family Trust dated February 25, 2004, General Partner of J&K Florio, Limited Partnership, and who is either personally known to me or who has produced n/a as identification.


Notary Public

My Commission Expires:

Type, print or stamp name of notary

HELEN BROCK FORD
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD094452
EXPIRES 04/12/2008
BONDED THRU 1-888-NOTARY1

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