

SEP-17-2004 FRI 03:28 PM

FAX NO.

P. 01

Division of Corporations

Page 1 of 1

A 84000001496

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000186891 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

RECEIVED
04 SEP 17 PM 3:34
DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Oviedo Town Center Partners II, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

04 SEP 17 AM 11:43

RECEIVED
DIVISION OF CORPORATION

Electronic Filing Menu

Corporate Filing

Public Access Help

SEP-17-2004 FRI 03:28 PM

FAX NO.

P. 02

Electronic Filing
Florida Dept of State
Fax Audit No. H04000188921.3

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
OVIEDO TOWN CENTER PARTNERS II, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of OVIEDO TOWN CENTER 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 OVIEDO TOWN CENTER 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 2005 C, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751 604-67674

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, 2064.

This Certificate has been executed by the undersigned as of the 13th day of September, 2004.

GENERAL PARTNER:

CED CAPITAL HOLDINGS 2005 C, L.L.C.,
a Florida limited liability company

By: 
Jay P. Brock, Manager

04 SEP 17 AM 11:43

STATE DEPT OF STATE
DIVISION OF CORPORATIONS

SEP-17-2004 FRI 03:27 PM

FAX NO.

P. 03


Electronic Filing
Florida Dept of State
Fax Audit No. H04000185891.3

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for OVIEDO TOWN CENTER 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 L. Noren,
Vice President

Dated this 15 day of September, 2004.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 SEP 17 AM 11:43

Electronic Filing
Florida Dept of State
Fax Audit No. H04000185891.3

SEP-17-2004 FRI 03:27 PM

FAX NO.

P. 04

Electronic Filing
Florida Dept of State
Fax Audit No. H04000186891.3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of OVIEDO TOWN CENTER 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 OVIEDO TOWN CENTER 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 2005 C, L.L.C.,
a Florida limited liability company

By: [Signature]
Jay P. Brock, Manager

Dated this 13th day of September, 2004.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of September, 2004, by Jay P. Brock, as Manager of CED Capital Holdings 2005 C, L.L.C., a Florida limited liability company, as general partner of Oviedo Town Center 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]
(Signature of Notary Public)

 Peggy A. Baker
My Commission CC970780
Expires November 26, 2004

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

SEP 17 AM 11:43
DIVISION OF CORPORATIONS

Electronic Filing
Florida Dept of State
Fax Audit No. H04000186891.3