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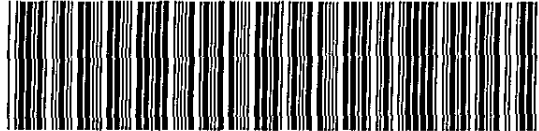
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TALLAHASSEE, FLORIDA

*Handwritten signature*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 917821 81528A

AUTHORIZATION : *Patricia Pigot*

COST LIMIT : \$ 1890.00

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TALLAHASSEE, FLORIDA

ORDER DATE : October 7, 2004

ORDER TIME : 10:13 AM

ORDER NO. : 917821-005

CUSTOMER NO: 81528A

CUSTOMER: Mr. Doug Oswald  
Kenneth F. Oswald, Esq

Suite 110  
600 Courtland Street  
Orlando, FL 32804

DOMESTIC FILING

NAME: LAKE HEINIGER ESTATES, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPIES (2)  
              PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 7, 2004

DARLENE WARD  
CSC  
TALLAHASSEE, FL

SUBJECT: LAKE HEINIGER ESTATES, LTD.  
Ref. Number: W04000037038

**RESUBMIT**  
Please give original  
submission date as file date.

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TALLAHASSEE, FLORIDA

We have received your document for LAKE HEINIGER ESTATES, LTD. and the authorization to debit your account in the amount of \$1890.00. However, the document has not been filed and is being returned for the following:

Item 2 on the AFFIDAVIT states that the TOTAL AMOUNT anticipated to be contributed by the LIMITED PARTNERS is \$694,463.00.

Please note that this amount is not supposed to include ANY contributions being made by the GENERAL PARTNERS. It seems to us that the amount might be including the \$3,472.50 contributed by RINK DEVELOPMENT AND MANAGEMENT, INC., the GENERAL PARTNER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 804A00058218

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP**  
**AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF**  
**LAKE HEINIGER ESTATES, LTD.**

FILED  
04 OCT -7 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIS CERTIFICATE AND AGREEMENT** of Limited Partnership and Affidavit of Capital Contribution entered into as of the 5th day of October, 2004, by and between Rink Development and Management, Inc., a Florida corporation, as General Partner, and T. Jeffery Dodson and Priority Development, L.P., a Delaware limited partnership as Original Limited Partners of Lake Heiniger Estates, Ltd, a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution create a limited partnership, which complies with Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. **Name of Partnership.** The name of the limited partnership is Lake Heiniger Estates, Ltd., a Florida limited partnership.
2. **Address and Office.** The address and office of the Partnership shall be 163 East Morse Boulevard, Suite 230, Winter Park, Florida 32789. The records required to be kept by the Partnership pursuant to Section 620.106 Florida Statutes shall be maintained at the office of the Partnership.
3. **Agent for Service of Process.** The agent for service of process on the Partnership shall be T. Jeffery Dodson whose address is 163 East Morse Boulevard, Suite 230, Winter Park, Florida 32789.  
P95000035876
4. **Name and Business Address of General Partner.** The General Partner is Rink Development and Management, Inc., a Florida corporation. The address of the General Partner is 163 East Morse Boulevard, Suite 230, Winter Park, Florida 32789.
5. **Mailing Address of Limited Partnership.** The mailing address for the Partnership is P.O. Box 1113, Winter Park, Florida 32790-1113.
6. **Latest Date of Dissolution.** The latest date upon which the Partnership is to dissolve shall be December 31, 2044.
7. **Right to Sell or Assign.** The Limited Partners do not have the right to transfer their interests in the Partnership without the prior written consent of the General Partner.
8. **Additional Limited Partners.** No person, firm, corporation or other entity shall be admitted to the Partnership as a Limited Partner except with the consent of the General Partner.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

WITNESS:

GENERAL PARTNER:

**RINK DEVELOPMENT AND  
MANAGEMENT, INC., a Florida  
corporation**

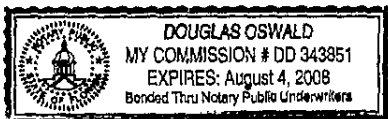
Theresa A. Leduc  
Print Name: Theresa A. Leduc

By: T. Jeffery Dodson  
T. Jeffery Dodson, President

Doug Oswald  
Print Name: Doug Oswald

**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of October, 2004, by T. Jeffery Dodson, as President of Rink Development and Management, Inc., a Florida corporation, the General Partner of Lake Heiniger Estates, Ltd, a Florida limited partnership, who is personally known to me or has produced \_\_\_\_\_ as identification, and who did take an oath.



Doug Oswald  
Notary Public  
(Print, type or stamp commissioned name of Notary Public)

**AFFIDAVIT OF CAPITAL CONTRIBUTION**  
**FOR LAKE HEINIGER ESTATES, LTD.,**  
**a Florida limited partnership**

Rink Development and Management, Inc., a Florida corporation, the sole General Partner of Lake Heiniger Estates, Ltd., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the initial capital contribution that has been made by the Limited Partner(s) is:

<u>Limited Partner(s)</u>	<u>Capital Contribution</u>
T. Jeffery Dodson	\$3,472.50
Priority Development, L.P.	\$687,518.00

2. The total amount anticipated to be contributed by the Limited Partner(s) is \$690,990.50.

**FURTHER AFFIANT SAYETH NOT.**

Under the 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.

GENERAL PARTNER:

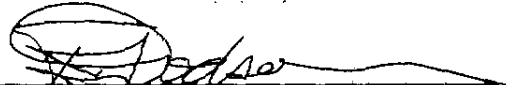
**RINK DEVELOPMENT AND  
MANAGEMENT, INC., a Florida  
corporation**

By: 

T. Jeffery Dodson, President

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of Lake Heiniger Estates, Ltd., I hereby accept and agree to act in this capacity.

  
T. Jeffery Dodson