

Division of Corporations

Page 1 of 1

A04070001992

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.

(((H04000247354 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 : T19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

LOH.

FLORIDA LIMITED PARTNERSHIP

Bayshore Cove Apartments Partners, Ltd.

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

RECEIVED
04 DEC 15 PM 3:52 2004 DEC 15 AM 9:15
DIVISION OF CORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAYSHORE COVE APARTMENTS PARTNERS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of BAYSHORE COVE APARTMENTS PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be **BAYSHORE COVE APARTMENTS PARTNERS, 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 D, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751 404-98515

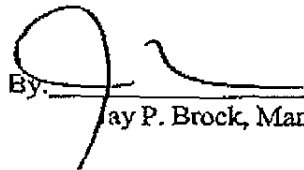
4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.

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 December, 2004.

GENERAL PARTNER:

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

By: 
Jay P. Brock, Manager


2004 DEC 15 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for BAYSHORE COVE APARTMENTS PARTNERS, 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 17th day of December, 2004.

FILED
2004 DEC 15 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of BAYSHORE COVE APARTMENTS PARTNERS, 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 BAYSHORE COVE APARTMENTS PARTNERS, 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 D, L.L.C.,
a Florida limited liability company

By: [Signature]
Jay P. Brock, Manager

Dated this 13th day of December, 2004.

STATE OF FLORIDA
COUNTY OF DRANGE

The foregoing instrument was acknowledged before me this 13th day of December, 2004, by Jay P. Brock, as Manager of CED Capital Holdings 2005 D, L.L.C., a Florida limited liability company, as general partner of Bayshore Cove Apartments Partners, Ltd., a Florida limited partnership. He is personally known to me or has produced _____ identification and who did/did not take an oath.

[Signature]
(Signature of Notary Public)

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



SECRETARY OF STATE
ALAN HASSEL, FLORIDA

My Commission DC358904
Expires November 26, 2008

FILED

DEC 15 AM 9:41