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ACCOUNT NO. : 072100000032

REFERENCE: 139549 85036A

AUTHORIZATION :

ORDER DATE: January 12, 2005

ORDER TIME : 1:18 PM

ORDER NO. : 139549-005

CUSTOMER NO: 85036A

CUSTOMER: Robert A. Forlizzo, Esq

Forlizzo Law Group, P.a.

2903 Rigsby Lane

Safety Harbor, FL 34695

DOMESTIC FILING

NAME:

MTW-ELLENWOOD, LTD

XX	CERTIFICATE	OF	LIMITED	PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS:

CERTIFICATE OF LIMITED PARTNERSHIP

- 1. Name of Limited Partnership: MTW-ELLENWOOD, LTD.
- 2. Business address of Limited Partnership: 2901 Rigsby Lane, Safety Harbor, Ff 34695.
- 3. Name of Registered Agent: ROBERT A. FORLIZZO.
- 4. Florida street address for Registered Agent: 2903 Rigsby Lane, Safety Harbor, Florida 34695.
- 5. By: (Registered Agent must sign here to accept designation as Registered Agent for Service of Process).
- 6. Mailing address of Limited Partnership: 2901 Rigsby Lane, Safety Harbor, Florida 34695.
- 7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2035.
- 8. Name of General Partner:

Street Address:

PDG II, INC. #p03000049889

2901 Rigsby Lane Safety Harbor, Florida 34695

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that facts stated herein are true and correct.

Signed this 11th day of January, 2005.

PDG II, INC., a Florida corporation

PETER H/MONROE, Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the General Partners of MTW-ELLENWOOD, LTD., a Florida limited partnership, certifies:

The amount of capital contributions to date of the Limited Partners is \$1,000.00.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$1,000.00.

Signed this 11th day of January, 2004.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know contents thereof and that facts stated herein are true and correct.

PDG II, INC., a Florida corporation

PETER H. MONROE, Vice President