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Division of Corporations

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Florida Department of State
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To:

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Jan 26, 2005 08:00 AM

Secretary of State

From:

Account Name : BROAD AND CASSEL (ORLANDO)
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W05-4325

FLORIDA LIMITED PARTNERSHIP

Manchester Cove Partners, Ltd.

Certificate of Status	1
Certified Copy	1
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Jan 26, 2005 08:00 AM

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MANCHESTER COVE PARTNERS, LTD.**

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

1. The name of the Partnership shall be **MANCHESTER COVE 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 O, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751

L04-91012

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, 2065.

This Certificate has been executed by the undersigned as of the *25th* day of January, 2005.

GENERAL PARTNER:

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

By: 

Jay P. Brock, Manager

Florida Dept. of State Electronic Filing

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MANCHESTER COVE 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 25 day of January, 2005.

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Facsimile Audit No. H050000206943**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned being the general partner of MANCHESTER COVE 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 MANCHESTER COVE 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 O, L.L.C.,
a Florida limited liability company

By: J P Brock
Jay P. Brock, Manager

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Jan 26, 2005 08:00 AM
Secretary of State

Dated this 25th day of January, 2005.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of January, 2005, by Jay P. Brock, as Manager of CED Capital Holdings 2005 O, L.L.C., a Florida limited liability company, as general partner of Manchester Cove Partners, Ltd., a Florida limited partnership. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Peggy A Baker
(Signature of Notary Public)

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



Peggy A Baker
My Commission D0360004
Expires November 25, 2008