

FEB-15-2005

SHUFFIELD LOWMAN

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**FLORIDA LIMITED PARTNERSHIP**

**SP CON, LTD.**

Certificate of Status	0
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Page Count	04
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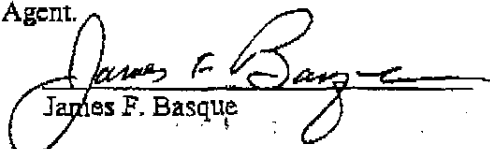
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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SP CON, LTD.**

THE UNDERSIGNED, desiring to form the Limited Partnership of SP CON, LTD. (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopts, files, swears to and certifies this Certificate:

1. Name. The name of the Partnership is SP CON, LTD. (the "Partnership").
2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at and its mailing address is 1485 Riviera Drive, Kissimmee, FL 34744.
3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be James F. Basque, c/o Shuffield, Lowman & Wilson, P.A., 1000 Legion Place, Suite 1700, Orlando, FL 32801.
4. Acceptance of Registered Agent Designation. Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

  
James F. Basque

5. Name and Business Address of the General Partner. The name and business address of the General Partner is as follows:

SP CON, INC.  
1485 Riviera Drive  
Kissimmee, FL 34744  
Florida Document Number: P05000019661

6. Term of the Partnership. The Partnership shall continue in existence until 11:59 P.M. on December 31, 2055, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.

7. Real Property. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership's name by the General Partner.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the parties hereby have sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this 11<sup>th</sup> day of February, 2005.

"General Partner"

SP CON, INC.

By:   
Richard H. Dickerman, Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of SP CON, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

1. At this time, no capital has yet been contributed to the Partnership by the limited partners.

2. It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners will total One Thousand Dollars (\$1,000.00).

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

SP CON, INC.

By: 

Richard H. Dickerman, Vice President