

JUN-14-2005 14:03

GRAY ROBINSON

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Florida Department of State
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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

SCOTTISH PRIMROSE, LTD.

Certificate of Status	1
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
CDE MANAGEMENT, INC.**

This Certificate of Limited Partnership and Affidavit of Capital Contribution executed this 9th day of June, 2005, by CDE MANAGEMENT, INC., a Florida corporation, as General Partner of SCOTTISH PRIMROSE, LTD., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate of Limited Partnership and Affidavit of Capital Contribution evidences 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:

SCOTTISH PRIMROSE, LTD.

2. Office. The address of the office of the Partnership required by F.S. 620.105 shall be:

1011 N. Wymore Road
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:

Pamela O. Price
301 East Pine Street, Suite 1400
Orlando, Florida 32801

4. Name and Business Address of General Partner. The General Partner is:

CDE MANAGEMENT, INC., a Florida corporation
1011 N. Wymore Road
Winter Park, Florida 32789

5. Mailing Address of Limited Partnership. The mailing address of the Partnership is:

1011 N. Wymore Road
Winter Park, Florida 32789

6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be: December 31, 2099.

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

GENERAL PARTNER:

CDE MANAGEMENT, INC., a Florida corporation

By: 

Christopher A. Höller, President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of SCOTTISH PRIMROSE, LTD., I hereby accept and agree to act in this capacity.


Pamela O. Price

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AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS

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CDE MANAGEMENT, INC., a Florida corporation, the sole General Partner of SCOTTISH PRIMROSE, LTD., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partners is \$ 15,000⁰⁰.

2. The amount of capital anticipated to be contributed by the Limited Partners is \$ 15,000⁰⁰.

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:

CDE MANAGEMENT, INC., a Florida corporation

By: 

Christopher A. Höller, President