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DEAN MEAD ORLANDO

Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From: *CARL MATTHEWS*

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOVANO & BOZZA, P.A.
Account Number : 076077001702
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Peter Madison Holdings, Ltd.

6/07/20/05

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| Certificate of Status | 0 |
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| Page Count | 04 |
| Estimated Charge | \$1,837.50 |

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PETER MADISON HOLDINGS, LTD.**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.205 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Peter Madison Holdings, Ltd.
2. The address of the office of the Partnership as referred to in Section 620.108, Florida Statutes, is 4908 Oak Island Road, Orlando, FL 32809.
3. The name and address of the agent for service of process on the Partnership are Peter D. Madison, 4908 Oak Island Road, Orlando, FL 32809.
4. The name and business address of the General Partner are:

Name

Address

| | |
|-----------------------------------|---|
| Peter Madison Management, Inc. | 4908 Oak Island Road Orlando, FL 32809 |
|-----------------------------------|---|

P04-159867

5. The mailing address for the Partnership is 4908 Oak Island Road, Orlando, FL 32809.
6. The latest date upon which the Partnership shall dissolve is December 31, 2104.

7. 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 name by the General Partner.

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

GENERAL PARTNER:

Peter Madison Management, Inc., a Florida corporation

By: _____

Peter D. Madison, President

Date: July 19, 2005

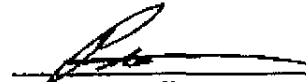
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

REGISTERED AGENT



Peter D. Madison

Date: July 19, 2005

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STATE OF FLORIDA

COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Peter D. Madison as President of Peter Madison Management, Inc., a Florida corporation, the sole general partner of Peter Madison Holdings, Ltd., a Florida limited partnership (the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$990.00.

2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$10,000,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

Peter Madison Management, Inc., a Florida corporation


Peter D. Madison, President

Sworn to and subscribed before me this 19th day of July, 2005, by Peter D. Madison as President of Peter Madison Management, Inc., a Florida corporation, as General Partner on behalf of Peter Madison Holdings, Ltd., a Florida limited partnership. He (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____


Print Name: _____

Notary Public - State of Florida

Commission No.: _____

My Commission Expires: _____

(NOTARY'S STAMP OR SEAL)

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FLORIDA