

TC  
\$50,000.00

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
D. M. MCCARTHY FAMILY PARTNERSHIP, LTD.

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF D. M. MCCARTHY FAMILY PARTNERSHIP, LTD., is dated this 28 day of December, 1994, by D. MILLER MCCARTHY, referred to herein as the "General Partner", who has caused this Certificate of Limited Partnership to be executed as General Partner. In accordance with Section 620.108, Florida Statutes, the General Partner hereby states as follows:

1. The name of the Partnership is:

D. M. MCCARTHY FAMILY PARTNERSHIP, LTD.

2. The purpose of the Partnership is to own, develop, operate, manage, protect, improve, raise, alter and repair improvements, sell or contract to sell in whole or in part, partition, grant options to purchase, donate, convey, acquire, release or grant easements or other rights, subdivide, lease (in whole or in part) and to renew, extend, contract for and grant options with respect to leases on the Property, and to do all other things necessary or appropriate to carry out the foregoing purposes.

In addition, the Partnership may invest and re-invest its assets in any income-producing or investment property, as the General Partner shall deem proper, whether real or personal, tangible or intangible, and do all other things necessary or appropriate to carry out the foregoing purposes.

For purposes of this paragraph 2, the term "Property" shall refer to any real property or personal property which may subsequently be conveyed to the Partnership or acquired with assets of the Partnership.

3. The name of the Partnership's resident agent for service of process is IVAN M. LEFKOWITZ, Esquire. The address of the Partnership's resident agent for such purposes shall be 430 North Mills Avenue, Orlando, Florida 32803.

4. The name and business address of the General Partner is:

<u>Name</u>	<u>Business Address</u>
D. MILLER MCCARTHY	729 Alba Drive Orlando, Florida 32804

5. The Partnership shall terminate no later than December 31, 2034.

6. The profits and losses of the Partnership shall be allocated in accordance with the capital accounts of each Partner.

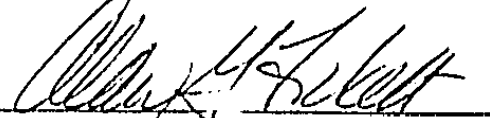
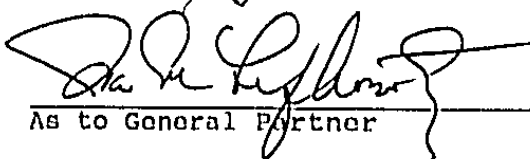
7. The mailing address of the Partnership shall be 729 Alba Drive, Orlando, Florida 32804.

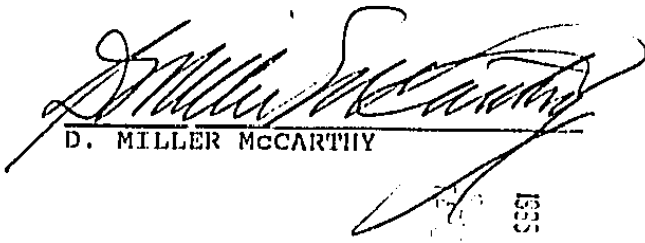
8. The office address of the Partnership shall be 729 Alba Drive, Orlando, Florida 32804.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership as of the date first written above.

General Partner:

Signed, sealed and delivered  
in the presence of:

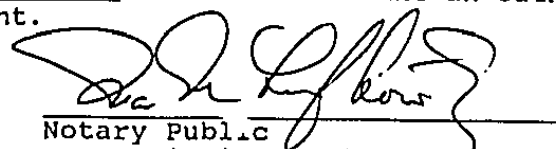
  
  
As to General Partner

  
D. MILLER MCCARTHY

STATE OF FLORIDA                   )  
COUNTY OF ORANGE               )

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The foregoing instrument was acknowledged before me this 28th day of December, 1994, by D. MILLER MCCARTHY, who acknowledged before me that he is the individual named as the General Partner, and that he has executed this Certificate of Limited Partnership for the purposes of forming a limited partnership pursuant to the provisions of Section 620.108, Florida Statutes. D. MILLER MCCARTHY is personally known to me or was identified by me as follows: personally known. He did not take an oath prior to executing this instrument.

  
Notary Public  
My Commission Expires:

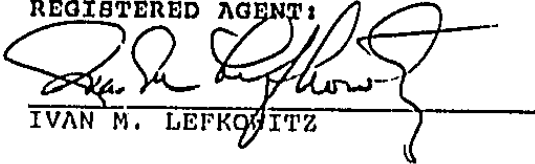


ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: Decomber 28, 1994

REGISTERED AGENT:

  
IVAN M. LEFKOWITZ

FILED

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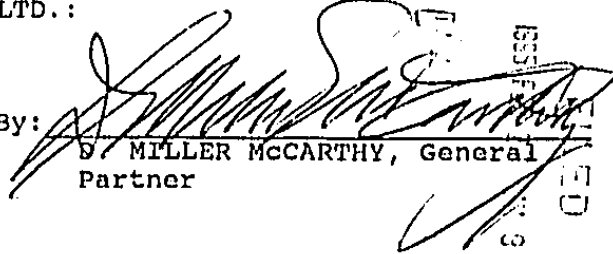
AFFIDAVIT OF CAPITAL CONTRIBUTION  
OF  
D. M. MCCARTHY FAMILY PARTNERSHIP, LTD.

The undersigned, a General Partner of D. M. MCCARTHY FAMILY PARTNERSHIP, LTD. (the "Partnorship"), makes the following declarations pursuant to Section 620.108 of the Florida Statutes:

1. The amount of the capital contributions of the Limited Partners of the Partnership is \$50,000.00.

2. It is not presently anticipated that the Limited Partners will make additional capital contributions to the Partnership. In the ovent any Limited Partner makes an additional contribution to the Partnership, a supplemental affidavit shall be filed with the Department of State.

D. M. MCCARTHY FAMILY PARTNERSHIP,  
LTD.:

By:   
D. MILLER MCCARTHY, General  
Partner

STATE OF FLORIDA       )

COUNTY OF               )

The foregoing instrument was signed and sworn to before me this 28 of December, 1994, by D. MILLER MCCARTHY, as General Partner on behalf of D. M. MCCARTHY FAMILY PARTNERSHIP, LTD., a Florida limited partnership, and he has executed this Affidavit for the purposes of forming a Limited Partnership pursuant to Section 620.108 of the Florida Statutes. He is personally known to me or was identified by me as follows: Personally Known.

  
Notary Public  
My Commission Expires:



A9500000284

LIMITED PARTNERSHIP

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

DOCUMENT # A9500000284

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D. MILLER MCCARTHY RUDLY PARTNERSHIP, Ltd.

2. 1555 Howell Branch Rd. Winter Park, FL 32789 USA	3. 1555 Howell Branch Rd. Winter Park, FL 32789 USA	4. Date received by Secretary of State 11/15/94	5. 59-3290237
8a. 50,000.00		6. CERTIFICATE OF STATUS DESIRED <input type="checkbox"/> 88.75 Additional fee required for a Certificate of Status	
8b. 10,000.00		7. State of Florida	

FEES: (1) Filing Fees: Computed at a rate of \$7 per \$1,000 on amount entered in fil. with a minimum filing fee of \$52.50 and a maximum of \$437.50 for each year due this office.  
(2) Supplemental Fees: \$130.75 for each year due this office beginning with 1992 calendar year.  
(3) Penalty Fees: \$500 penalty fee for each year report form is delinquent.  
Note: If the amount entered in fil. is greater than amount entered in fil. a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

9. Name and Address of Current Registered Agent	10. If changed, new registered agent office J.A. Jurgens, Esq. 1555 HOWELL Branch Rd. Suite C-200 Winter Park FL 32789
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10a. Pursuant to the provisions of sections 605.01 and 605.02, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, hereby accepts the obligations of registered agent in Florida and will accept the obligations of section 605.02, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) *J.A. Jurgens* DATE 6/14/96  
**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name of General Partner	Address of Each General Partner (Do NOT Use Post Office Box Numbers)	City, State and Zip Code	11a. Registered Disclosure Number
D. Miller McCarthy (Individual)	1555 Howell Branch Rd.	Winter Park, FL 32789	N/A
500.00 70.00 138.75			100001877551 -06/27/96--01021--014 ****708.35 ****708.35

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. Signature of General Partner Signing Form: *D. Miller McCarthy* DATE 5/1/96 (407) 629-7774