

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

**csc networks**

**A95000000431**

FILED  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
5 MAR 17 PM 1:23

MAIL TO:  
P.O. Box 502B  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 562043 4134B

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 140.00

ORDER DATE : March 17, 1995

ORDER TIME : 10:08 AM

ORDER NO. : 562043

300001482813

CUSTOMER NO: 4134B

CUSTOMER: Ms. Helen Brock Ford  
BROAD AND CASSEL

Suite 1100  
390 N. Orange Avenue  
Orlando, FL 32801

RECEIVED  
5 MAR 17 AM 10:46  
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: CED GOODLETTSVILLE PARTNERS,  
LTD.

49579 000 12113

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

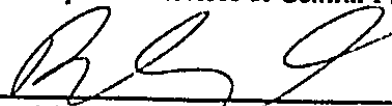
*3/17/95*  
*BSK*



**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as Registered Agent for CED GOODLETTSVILLE PARTNERS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with its statutory obligations as such.

B&C Corporate Services of Central Florida, Inc.

By:   
Randal M. Alligood, Vice President

Dated this 16<sup>th</sup> day of March, 1995.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 17 PM 1:23

AFFIDAVIT  
OF  
CAPITAL CONTRIBUTIONS

FILED STATE'S  
SECRETARY OF CORPORATIONS  
MAR 17 PM 1:23

The undersigned being the sole general partner of CED GOODLETTSVILLE PARTNERS, LTD., and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of CED GOODLETTSVILLE 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 reasonably anticipated at this time.

This Affidavit is executed and sworn to by:

General Partner:

CED CAPITAL HOLDINGS VI, LTD., a  
Florida limited partnership

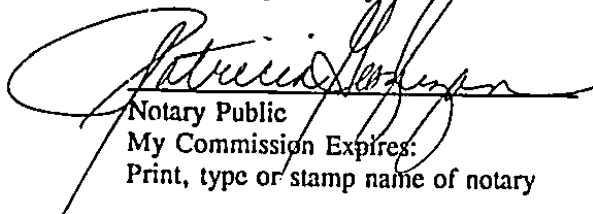
By: CED Construction, Inc., its  
Managing General Partner

By:   
Alan H. Ginsburg, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of March, 1995, by Alan H. Ginsburg, as President of CED Construction, Inc., Managing General Partner of CED Capital Holdings VI, Ltd., General Partner, and who is personally known to me.

  
Notary Public  
My Commission Expires:  
Print, type or stamp name of notary

CORP0214110046URMA11BF03.161  
950316 - 10:18am

3



PATRICIA GEOGHEGAN  
My Comm Exp. 11/22/98  
Bonded By Service Ins  
No. CC422627  
 Personally Known  Other D.

**BRAD AND CASSEL**  
ATTORNEYS AT LAW

**A9500000431**

SUFFI 1100  
390 NORTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801  
PO Box 4961 (32802-4961)  
(407) 839-4200  
FAX (407) 425-8377

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KENNETH BRIDGMAN  
WILLIAM P. BURNS

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WILLIAM C. MELLIFF, P.A.

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VIRGINIA RAYLEY JOHNSON, P.A.  
JOHN S. BOGAR, P.A.  
JOHN A. BANTON, JR., P.A.  
MINA S. GIBSON, P.A.  
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AMY S. WELLSBERG, P.A.  
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DENISE M. HILFER, P.A.  
ANNE MOYER BRAMAN, P.A.  
JENNA B. BLAUSTEIN  
JAY ADAMI  
DAWN LARKIN ROBINSON  
PAUL ADLER  
KATHLEEN L. BRITTON  
JERRY J. BRITTON  
BARBARA M. CAVALLI  
MICHAEL R. KACZMAREK  
ROY S. ROBERT  
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MICHAEL P. BENNETT  
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RICHARD M. BERNHEIM  
DARYL R. LIDMAN  
DAVID E. POWERS  
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JAY P. BROCK

BURRY ALPERT, JR.  
BURRY P. MALJETT  
KEITH F. WHITE  
BRIAN A. BERRY  
ERIC J. MATHEWSON  
TAMARA CARMICHAEL  
MOT PATRICK O'BRIEN  
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MELISSA F. HILL  
LEIGH ANN MURPHY  
LINDA C. FRAZER  
THOMAS WASHINGTON  
MARIA C. MONTANARO  
MICHAEL MANTHE  
STEVEN MICHAEL STARR  
T. KEVIN TAYLOR  
LAWRENCE J. PHELPS  
DAVID A. ROBERTS  
DAVID P. LEON  
HOWARD M. HUNTER  
CARL S. BORN  
KELLY P. CAMMISO

000001742890  
-03/14/96--01035--001  
\*\*\*\*140.00 \*\*\*\*\*52.50

March 1, 1996

State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: CED Goodlettsville Partners, Ltd.  
CED Murfreesboro Partners, Ltd.  
CED Nashville Partners, Ltd.  
CED Cleveland Partners, Ltd.

FILED  
96 MAR -6 10 10-03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Certificates of Cancellation for each of the following entities:

1. CED Goodlettsville Partners, Ltd. - A9500000431
2. CED Murfreesboro Partners, Ltd.
3. CED Nashville Partners, Ltd.
4. CED Cleveland Partners, Ltd.

Our firm's check in the amount of \$140.00 is enclosed, representing the filing fee for the above-referenced certificates. Once the enclosed have been properly filed, please return a filed copy of each of the certificates to the undersigned.

Sincerely,

*Helen Brock Ford*  
Helen Brock Ford  
Paralegal

52.50

/hbf  
Enclosures

KWM  
3-6

CERTIFICATE OF CANCELLATION  
OF  
CED GOODLETTSVILLE PARTNERS, LTD.

FILED  
96 MAR -6 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 620.113 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned being the sole general partner of CED Goodlettsville Partners, Ltd., a Florida limited partnership, does hereby submit for filing the following information:

1. The name of the limited partnership is CED Goodlettsville Partners, Ltd.
2. The date of filing of the original Certificate of Limited Partnership was March 17, 1995.
3. The reason for filing the Certificate of Cancellation is because the partnership is no longer conducting business in the State of Florida.
4. The effective date of the filing of this Certificate of Cancellation of CED Goodlettsville Partners, Ltd. shall be the date upon which the same is filed by the Secretary of State.

This certificate has been executed this 29<sup>th</sup> day of February, 1996.

**GENERAL PARTNER:**

CED Capital Holdings VI, Ltd., a Florida  
limited partnership

By: CED Construction, Inc., its  
Managing General Partner

By: Donna D. Pepper  
Donna D. Pepper, Vice President