CORPORATION INFORMATION STRVICES, INC. 1201 HAYS STREET 5000000 TALLAHASSEE, FL 123D1 904-222-9171 904-222-0393 FAX MAIL TO: P.O. 80x 5028 TALLAHASSEE, FL. 32314 ACCOUNT NO. : 072100000032 REFERENCE: 562043 4134B AUTHORIZATION : Patricia Pourt COST LIMIT : 0 140 00 ORDER DATE : March 17, 1995 ORDER TIME : 10:08 AM 300001432818 ORDER NO. : 562043 CUSTOMER NO: 4134B CUSTOMER: Ms. Helen Brock Ford BROAD AND CASSEL Suite 1100 390 N. Orange Avenue Orlando, FL 32801 DOMESTIC FILING

CED GOODLETTSVILLE PARTNERS,

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

LTD.

NAME:

.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY

PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

pr

495400012113

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CED GOODLETTSVILLE PARTNERS, LTD.

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of CED GOODLETTSVILLE PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

- The name of the Partnership shall be CED GOODLETTSVILLE PARTNERS, LTD.
- The address of the office where records shall be kept shall be 2200 Lucien Way, Suite 450, Maitland, Florida 32751. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
 - The name and business address of the general partner is: 3.

CED CAPITAL HOLDINGS VI, LTD., a Florida limited partnership 2200 Lucien Way, Suite 450 Maitland, Florida 32751

- The mailing address of the limited partnership is 2200 Lucien Way, Suite 450, Maitland, Florida 32751.
- The latest date upon which the Partnership is to dissolve shall be December 31, 5. 2045.

This Certificate has been executed by the undersigned this day of March, 1995.

GENERAL PARTNER:

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

By: Construction, CED Managing General Partner

Alan H. Ginsburg, President

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.

Randal M. Alligood, Vice President

Dated this White day of March, 1995.

JIVISION OF CO.

AFFIDAVIT

OF

CAPITAL CONTRIBUTIONS

The undersigned being the solo general partner of CED GOODLETTSVILL 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:

Construction, Inc.. its Managing General Partner

Alan H. Ginsburg, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this #101 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

CORP\02141\0046\RMAHBF03,161 950316 - 10:18am

3

PATRICIA GEOGHEGAN My Comm Exp. 11/22/98 NOTARY Bonded By Service ins

No. CC422627

5000000 rad and Cassel ATTORNEYS AT LAW

MITRAY IS MIRAR, PA MIRR MIRAL, PA. FIRTTRY A. INUTCH, PA PATRICTA LEMAN, PA C. ERN BISHIFI, PA BURRET D. HATTUN, PA DICHARDE MEPARLAND P.A. C. (MYS) BRUWN, B, P.A. P. VERMUN BRNXETE MARWINE CAPPLE PA IAMAN & CARPIL PA CUPTOED I. HERTE, P.A. ARVIN I. IAPTR, P.A. M. STEPHEN THRNER, P.A. BALFIE C. IMILLIO, P.A. DOUGLAS L. MANNESMESS, F.A. MARTIN B. PRIME, P.A. MICHARL A. DRIBIN, P.A. ANTHUNY W. PALMA, P.A. ANDRING IS RAISEN CHARLES S STRATTON, P.A. JAMES S MATES P.A. WILLIAM C. PIELLIPIS, P.A.

ALAN S IRUTSMAN, PA GARDIPI, L. IMPERATO, PA DAYLES, MILLER, PA SOREST T, BOSTN, PA ANDERW CULTZIN, PA RELLY GYMBITERST (GURSIN), PA BANGAL M. ALLICHEILL P.A. JAMPH E WHITEER, P.A. JUSTINEY P. GURENN ANIMEN B THOMAS FA MARK IL TUKKHR THINDINGS C. TAIR, FA PHTER M. CARIGLIA, FA IACK R. RELIGIT, P.A. ALAN H. ABONNIN, P.A. VIRONNA BAYLIY HIHOBIN, P.A. JOHLE BOIAR, F.A. YOHLA RANTOR, IR., F.A. MNA B. CHIETEN, F.A. ALTERNATURE PAMY II MYREEDINGH, PA DEBORAH II HOHINGON, PA BONALD M. DACHÉ, PA

BICHABU N. MILIAN, P.A. ERMHE MYSELER, P.A. AHNE MYSEK BRAHAN, P.A. FINNA II BIAUFIIN FALLMIN (HINGA PANI) CLUSTA JUAN KATILIZZE L DRUTSCH FREDRY J. METER BARBARA MI CAMILLE RARARA M CAYTILO MICHAIL R KRACIKE ROY 8 KAURT MCHAIAS P. HAJER MICHAIL P. BENNETT ANDRIW L MANTORI C. CHARTOPHER KILLER BICHARD M. BENRUM GARY R. LRIDMAN DAVID J. POWERS JONATIAN J. BLLUB ANDRIW A. RZICIE KATHERINE CARTUR IAY P. BECK'E

BIMERT ALPRET, JR BIMERT P MALLETT RESTI P WISTE BIRLAR A RENEW RRIC J. MATHERIN TAMARA CARMICILARL A TOT PATRICE O'BRIDE PRIDE M. BRENHABET MKLIMA F. PREIM LIEGH ANN MURYSH LIHIM C. PRAZIRE RTIVE WARRETTEN MARIA C. MONTENBER MICHAID, MANTHE STRYRH MICHAEL STARS T. RITYIN TAYLOR LIMTER F. PRELING DAVID A. ROBERTS DAVID F. LINGE FRANCISCH STRUARD IKWAID M BURRU CARL E BORRE ERLLY P. CAMPOLO

SUTTE 1100 390 NORTH ORANGE AVENUE ORLANDO, FLORIDA 32801 PO Box 4961 (32802-4961) (407) R39-4200 PAX (407) 425-8377

> OF CULNIEL ALVIN CARRIL HORMAN BROAD, P.A. 1. BE/BTUN BERARBR WILLIAM M. BUWLAND, 18., P.A. WARTA L. BEOWN ALAH M. GUILACH ROWARD M. SURDLES KRHNITH BINGMAN WILLIAM P. BURNE

March 1, 1996

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

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.

S

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:

CED Goodlettsville Partners, Ltd. - A9500000431 <u>(l.)</u> 2.

CED Murfreesboro Partners, Ltd.

3. CED Nashville Partners, Ltd. 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.

Singerely,

Paralegal

/hbt Enclosures

CERTIFICATE OF CANCELLATION

FILED

OF

96 HAR -6 AN 10: 03

SECRETARY OF STATE TALLAHAN SEE, FLORIDA

CED GOODLETTSVILLE PARTNERS, LTD.

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.
- The date of filing of the original Certificate of Limited Partnership was March 17, 1995.
- The reason for filing the Certificate of Cancellation is because the partnership is no longer conducting business in the State of Florida.
- 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 21 day of February, 1996.

GENERAL PARTNER:

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

By: Construction, Inc., its Managing General Partner

By: Some & Pegger Donna D. Pepper, Vice President