

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: P.O. Box 1000, Tallahassee, FL 32302
 TEL: (904) 224-8870 FAX: (904) 224-8872

A9600000000010

RE: ECED 11, LTD

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

mic 1/2/96

G. TAX _____
 FILING _____
 R. AGENT FEE _____
 C. COPY _____
 TOTAL _____
 N. BANK _____
 BALANCE DUE _____
 RECEIVED _____

- _____ Capital Express™
- _____ Art. of Inc. Filing
- _____ Corp. Record Search
- ☒ _____ Ltd. Partnership Filing
- _____ Foreign Corp. Filing
- ☒ _____ () Cert. Copy(s)
- _____ Art. of Amend. Filing
- _____ Dissolution/Withdrawal
- _____ C U S.
- _____ Fictitious Name Filing
- _____ Name Reservation
- _____ Annual Report/Reinstatement
- _____ Reg. Agent Service
- _____ Document Filing
- _____ Corporate Kit
- _____ Vehicle Search
- _____ Driving Record
- _____ Document Retrieval
- _____ UCC 1 or 3 Filing
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ Filing No.'s, _____ Copies
- _____ Courier Service
- _____ Shipping/Handling
- _____ Phone () _____
- _____ Top Priority _____
- _____ Express Mail Prop. _____
- _____ FAX () _____ pgs.

C.C. FEE. _____ DISBURSED _____

86 JAN -2 PM 1:05
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

800001678788
 -01/04/96--01032--001
 ****140.00 ****140.00

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 1/2/96
 TIME 11:00
 BY CD CK No. _____

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP

FILED STATE
SECRETARY OF CORPORATIONS
96 JAN -2 PM 1:05

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Limited Partnership Act (1986), Part I, Chapter 620, Florida Statutes (the "Act"), have entered into an Agreement of Limited Partnership and hereby certify as follows:

1. Name: The name of the limited partnership is as follows:

FCCD II, Ltd.

2. Address: The principal place of business (and the address of the office at which the records prescribed by Section 620.106 of the Act shall be kept) and the mailing address for the limited partnership is as follows:

c/o FCCD Companies, Inc.
6000 S. Rio Grande Ave., Suite 201
Orlando, FL 32809

3. Registered Agent. The name and address of (i) the agent for service of process required to be maintained by Section 620.105 of the Act, and (ii) the registered agent and registered office required to be maintained by Section 620.192 of the Act, for the limited partnership is as follows:

Gary Lind Johnson
FCCD Companies, Inc.
6000 S. Rio Grande Ave., Suite 201
Orlando, FL 32809

4. General Partner. The name and business address of the general partner of the limited partnership is as follows:

FCCD Companies, Inc. **p94000V24635**
6000 S. Rio Grande Ave., Suite 201
Orlando, FL 32809

5. Termination. The latest date which the limited partnership is to dissolve is January 2, 2051.

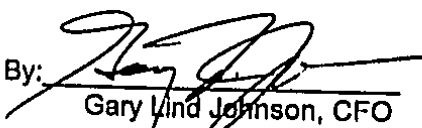
6. Capital Contribution. The total capital contribution of the limited partner, at this time, is \$100, which has been paid concurrently with formation of the limited partnership. The limited partner, or additional limited partners may make additional capital contributions.

Wherefore, this Certificate has been executed by the General Partner of the Limited Partnership in accordance with Section 620.114 of the Act on this 2nd day of January, 1996.

General Partner:

FCCD Companies, Inc.

By:


Gary Lind Johnson, CFO

FILED STATES
SECRETARY OF CORPORATIONS
96 JAN -2 PM 1:05

AFFIDAVIT OF CAPITAL CONTRIBUTION

The undersigned, being the general partner of FCCD II, Ltd., a limited partnership to be formed under the Florida Revised Uniform Limited Partnership Act (1986), Part I, Chapter 620, Florida Statutes (the "Act"), after being duly sworn, hereby declares pursuant to Section 620.108 of the Act as follows:

1. The total capital contribution of the limited partner of the limited partnership will amount to \$100.00, all of which has been or will be paid concurrently with formation of the limited partnership.

2. The limited partner is not now obligated to make additional capital contributions.

WHEREFORE, the Affidavit has been executed and sworn to by the General Partner of the Limited Partnership in accordance with Section 620.114 of the Act on this 27th day of December, 1995 with an effective date of January 2, 1996.

General Partner

FCCD Companies, Inc.

By:

Gary Lind Johnson, CFO

STATE OF FLORIDA :

COUNTY OF ORANGE :

The foregoing instrument was acknowledged before me this 27th day of December, 1995, Gary Lind Johnson, as Chief Financial Officer of the General Partner of FCCD II, Ltd., a Florida Limited Partnership, on behalf of the partnership. He has produced FDL # J525 29243 335 as identification.

Cheryl L. Moore
Signature of Notary

Affix Notary Stamp

CHERYL L. MOORE
Printed Name of Notary

My Commission Expires: JANUARY 25, 1997



CHERYL L. MOORE
MY COMMISSION # CC251214 EXPIRES
JANUARY 25, 1997
BONDED THROUGH FAULT INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 27 PM 1:05