

FROM HOLLAND & KNIGHT ORLANDO 407 244-8888 (FBI) 3/22/96 15:50/ST. 19:00 NO. 376 6 P 1

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FLORIDA DIVISION OF CORPORATIONS

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FROM: HOLLAND & KNIGHT

DEPARTMENT OF STATE

200 S ORANGE AVE

STATE OF FLORIDA

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ORLANDO FL 32801-0000

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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: SOUTH ORLANDO INDUSTRIAL, LTD.

FAX AUDIT NUMBER: H96000003100

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1996

HOLLAND & KNIGHT
ATTN: KATHY S. HEDERER
200 S. ORANGE AVE., STE. 2600
ORLANDO, FL 32801

SUBJECT: SOUTH ORLANDO INDUSTRIAL, LTD.
REF: W96000004936

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning
Corporate Specialist

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

SOUTH ORLANDO INDUSTRIAL, LTD.

a Florida limited partnership

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:

South Orlando Industrial, Ltd.

2. Address. The street address of the principal place of business and the mailing address for the limited partnership is as follows:

**Ten North Parkway Square
4200 Northside Parkway, N.W.
Atlanta, Georgia 30327**

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 are as follows:

**William J. Spittler
c/o Seefried Properties
9025 Boggy Creek Road, Unit 4
Orlando, Florida 32824**

4. General Partner. The name and address of the general partners of the limited partnership are as follows:

**SPI Associates, L.P. ✓
Ten North Parkway Square
4200 Northside Parkway, N.W.
Atlanta, Georgia 30327**

5. Termination. The latest date upon which the limited partnership is to dissolve is December 31, 2016.

This instrument prepared by:
John R. Dietz, Florida Bar No. 923619
Holland & Knight P.O. Box 1526
Orlando, Florida 32802 407 / 425 8500
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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 12th day of February, 1996.

**SPI ASSOCIATES, L.P., a Georgia
limited partnership, General
Partner**

**Seofried Properties, Inc., a Georgia
corporation, as General Partner**

By: Robert S. Johnson
Its: EXECUTIVE VICE PRESIDENT

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND AGENT FOR SERVICE OF PROCESS**

The undersigned, having been designated the Agent for Service of Process, pursuant to Section 620.105, Florida Statutes, and Registered Agent, pursuant to Section 620.192, Florida Statutes, of South Orlando Industrial, Ltd., a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192, Florida Statutes.



William J. Seidler
c/o Seefried Properties
9025 Boggy Creek Road, Unit 4
Orlando, Florida 32824

Dated: _____

2/9/96

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, SPI Associates, L.P., which is the general partner of South Orlando Industrial, Ltd., a Florida limited partnership (the "Partnership"), certifies as follows:

1. The amount of the initial capital contribution of the limited partners of the Partnership is \$80.00.
2. The total amount of capital anticipated to be contributed by the limited partners of the Partnership is \$25,000.00.

This 1st day of February, 1996.

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

**SPI Associates, L.P., a Georgia
limited partnership, as General
Partner**

**Seefried Properties, Inc., a Georgia
corporation, as General Partner**

By: Robert S. Repuran
Its: EXECUTIVE VICE PRESIDENT

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