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PALM BEACH, FL 33481
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ACCOUNT NO. : 072100000032

REFERENCE : 897227 4381472

AUTHORIZATION :

COST LIMIT : \$ 140.00

Patricia P.

ORDER DATE : March 27, 1996

ORDER TIME : 10:09 AM

900001753989

ORDER NO. : 897227

CUSTOMER NO: 4381472

CUSTOMER: Randal M. Alligood, Esquire
BROAD AND CASSEL

Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: PITTSFIELD MICHIGAN AVENUE
PARTNERS, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Adriane Brady

EXAMINER'S INITIALS:

3/27/96
BK

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PITTSFIELD MICHIGAN AVENUE PARTNERS, LTD.**

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

1. The name of the Partnership shall be PITTSFIELD MICHIGAN AVENUE PARTNERS, LTD.

2. 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.

3. The name and business address of the general partner is:

CED Capital Holdings VI, Ltd., a Florida limited partnership
2200 Lucien Way, Suite 450
Maitland, Florida 32751

A940VV001674

4. The mailing address of the limited partnership is 2200 Lucien Way, Suite 450, Maitland, Florida 32751.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2016.

This Certificate has been executed by the undersigned this 22 day of March, 1996.

GENERAL PARTNER:

CED CAPITAL HOLDINGS VI, Ltd.

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

By: Donna D. Pepper

Print Name: Donna D. Pepper

Title: Vice President

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for PITTSFIELD MICHIGAN AVENUE 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: [Signature]
Randal M. Alligood, Vice President

Dated this 26th day of March, 1996.

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**AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS**

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The undersigned being the sole general partner of PITTSFIELD MICHIGAN AVENUE 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 PITTSFIELD MICHIGAN AVENUE 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.

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

By: Donna D. Pepper

Print Name: Donna D. Pepper

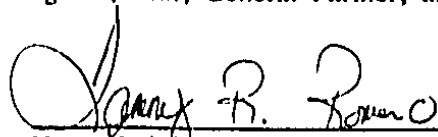
Title: Vice President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22 day of March, 1996,
by Donna D. Pepper, as Vice President of CED Construction, Inc.,

Managing General Partner of CED Capital Holdings VI, Ltd., General Partner, and who is personally known me.



Notary Public

My Commission Expires:

Print, type or stamp name of notary



TAMMY R. ROMERO
My Comm Exp. 10/27/99
Bonded By Service Ins
No. CC485631

() Personally Known () Other I.D.

*Affidavit of Capital Contributions
Certificate of Limited Partnership
Signed By Donna D. Reppel*

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