

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-22-0001
904-22-0001 FAX

800-342-8086



A960000006/3 *File Second*

ACCOUNT NO. : 072100000032

REFERENCE : 893468 80354B

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 28 AM 11:38

ORDER DATE : March 25, . 96

ORDER TIME : 9:08 AM

ORDER NO. : 893468

CUSTOMER NO: 80354B

CUSTOMER: Randolph J. Rush, Esq
WINDERWEEDLE HAINES, P. A.

G. TAX _____
FILING 1057.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1144.50
N. BANK _____
BALANCE DUE _____
OFFICER _____

5th Floor
250 Park Avenue, South
Winter Park, FL 32789

200001767222
-04/02/96--01126--008
***1092.00 ***1092.00

DOMESTIC FILING

NAME: 1803 PARK CENTER BUILDING,
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: LYDIA

3/25/96
BKC

RECEIVED
DIVISION OF CORPORATIONS
96 MAR 28 AM 12:11

RECEIVED
96 MAR 25 AM 11:13
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 25, 1996

LYDIA LOTT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: 1803 PARK CENTER BUILDING, LTD.
Ref. Number: W96000006386

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 AM 11:38

We have received your document for 1803 PARK CENTER BUILDING, LTD. and check(s) totaling \$1144.50. However, your check(s) and document are being returned for the following:

Before this partnership can be filed, the corporate general partner PARK DEVELOPMENT CORPORATION must be qualified in Florida. Please note that the actual name of this corporation is not available in Florida, so the Nevada corporation will have to qualify here using a fictitious corporate name such as PARK DEVELOPMENT CORPORATION OF NEVADA. In addition to their completed foreign corporation application and the Certificate of Existence from Nevada, we will also require a Resolution of the Board of Directors adopting a fictitious corporate name for use in Florida.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 396A00013556

CERTIFICATE OF LIMITED PARTNERSHIP OF
1803 PARK CENTER DRIVE BUILDING, LTD.

This Certificate of Limited Partnership is prepared and recorded in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act.

1. The name of this Partnership is:

1803 PARK CENTER DRIVE BUILDING, LTD.

2. The office and location of the principal place of

business of the Partnership shall be at:

7600 Southland Drive, Suite 1320
Orlando, Florida 32809

3. The mailing address of the Partnership is:

7600 Southland Drive, Suite 1320
Orlando, Florida 32809

4. The name and address of the agent for service of process required to be maintained by §620.105, Florida Statutes is:

RANDOLPH J. RUSH
250 Park Avenue South, 5th Floor
Winter Park, Florida 32789

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

3/28
F46000001599
PARK DEVELOPMENT CORPORATION
7600 Southland Drive, Suite 1320
Orlando, Florida 32809

6. The term of the Partnership shall commence upon the recordation of the filing of the original Certificate of Limited Partnership and shall continue for a period ending not later than December 31, 2037.

7. The affidavit of the general partner setting forth the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned general partner of the Partnership has hereunto sworn and subscribed the foregoing Certificate of Limited Partnership this 22nd day of March, 1996

PARK DEVELOPMENT CORPORATION, a
Nevada corporation

BY: David J. Townsend

David J. Townsend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 28 AM 11:38

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above named limited partnership at the place designated in this Certificate of Limited Partnership, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: March 22, 1996

Randolph J. Rush
Randolph J. Rush

FILED - STATE
SECRETARY OF CORPORATIONS
96 MAR 28 AM 11:38

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who is the General Partner of 1804 PARK CENTER DRIVE BUILDING, LTD. declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The Limited Partners have made capital contributions the following amounts:

Name of Limited Partner

Amount of Contribution

Barry F. Radolan, as Trustee
of the Barry Radolan Living
Trust dated November 8, 1994

\$ 150,000

R/E Equity Corp., a Nevada
corporation

\$ 1,000

2. It is anticipated that the Limited Partners listed below will make capital contributions in the future in the following amounts:

Name of Limited Partner

Amount of Contribution

Barry F. Radolan, as Trustee
of the Barry Radolan Living
Trust dated November 8, 1994

\$ -0-

R/E Equity Corp., a Nevada
corporation

\$ -0-

Dated: March 22, 1996
Orlando, Florida

PARK DEVELOPMENT CORPORATION, a
Nevada corporation

BY: David J. Townsend, Pres.
DAVID J. TOWNSEND, President

Notary Public
NOTARY PUBLIC

My Commission Expires: 9-15-97

FILED
DIVISION OF CORPORATIONS
MAR 22 11:38 AM '96