

1201 HAYS STREET

FAUCONHAMEL FL 32009

800-142-8086



PRIENTICE HALL  
LEGAL & FINANCIAL SERVICES

A96000000 900

ACCOUNT NO. : 072100000032

REFERENCE : 949364 4355011

AUTHORIZATION :

COST LIMIT : \$ 140.00

*Patricia Pyszcz*

RECEIVED  
SERIAL 10 PM 2:55  
FEB 10 1996

ORDER DATE : May 10, 1996

ORDER TIME : 10:33 AM

FILE SECOND!!!!

ORDER NO. : 949364

FILE SECOND!!!!

CUSTOMER NO: 4355011

CUSTOMER: Dean Vegosen, Esq  
LEWIS VEGOSEN & ROSENBACK P.A.

P. O. Box 4388

West Palm Beach, FL 33402-4388

RECEIVED  
96 MAY 10 PM 12:15  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: EST ORLANDO, 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: CLINT FUHRMAN

EXAMINER'S INITIALS:

5/10/96  
*Bn*

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
EST ORLANDO, LTD.

This Certificate of Limited Partnership is prepared and recorded pursuant to Chapter 620, Florida Statutes, and the undersigned swears to the following:

1. The name of the Partnership is EST ORLANDO, LTD.
2. The character of the business to be conducted by the Partnership is to act as an investor in real estate projects and to conduct such other activities in connection with Partnership business as the General Partner deems necessary or appropriate or such other purposes as may be permitted under applicable law.
3. The address of the office of the Partnership is c/o Lothar Estein, International Station, 5211 International Drive, Orlando, Florida 32819.
4. The mailing address of the Partnership is c/o Lothar Estein, International Station, 5211 International Drive, Orlando, Florida 32819.
5. The mailing address of the sole General Partner is:

Name

Address

EST Orlando Corporation

c/o Dean Vegosen  
500 S. Australian Avenue  
West Palm Beach, FL 33401

846000040633

6. The term for which the Partnership is to exist shall commence on the date hereof and shall continue until June 30, 2055, unless earlier terminated by the Partners or the dissolution or termination of the Partnership.
7. The Agent for Services of process of the Partnership is Lewis, Vegosen, Rosenbach & Silber, P.A. Florida, whose address is c/o Dean Vegosen, Esq., 10th Floor, 500 S. Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 9th day of May, 1996.

EST ORLANDO CORPORATION, General Partner

By: Dean Vegosen  
Dean Vegosen, Vice-President

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared DEAN VEGOSEN, as Vice-President of EST ORLANDO CORPORATION, who is personally known to me - OR - who produced as identification a Florida driver's license, known to me to be the individual named in the foregoing instrument, and he acknowledged to and before me that he executed the same as such Vice-President of EST ORLANDO CORPORATION, duly authorized, and affixed thereto the corporate seal, for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid, this 9th day of May, 1996.

Elaine E. Mathis  
Printed Name: Elaine E. Mathis  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_

My commission expires:



ELAINE E. MATHIS  
MY COMMISSION # CC 240340 EXPIRES  
November 6, 1998  
BONDED THROUGH TROY FAIR INSURANCE, INC.

3401.23\certif.1td

STATE OF FLORIDA  
COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

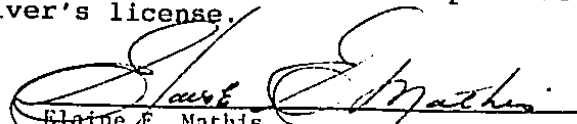
Before me, a Notary Public authorized to take acknowledgements in the State and County aforesaid, appeared DEAN VEGOSEN, the Vice President of EST ORLANDO CORPORATION, the sole General Partner of EST ORLANDO, LTD. a Florida limited partnership ("the Partnership"), who, upon being duly sworn, certified and stated as follows:

1. The total amount of capital contributions made by the Limited Partners is Nine Hundred Dollars (\$900.00).
2. The maximum amount of additional capital contributions that will be anticipated to be contributed by the above-named Limited Partners in addition to the amount stated above is: \$0.00.
3. It is anticipated that there will not be any additional Limited Partners or any additional contributions.
4. The amount of initial capital being contributed by the General Partner is \$100.00.
5. Under penalties of perjury, the undersigned acknowledges that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit the 9th day of May, 1996.

  
\_\_\_\_\_  
Dean Vegosen

Sworn to and subscribed before me this 9th day of May, 1996 by Dean Vegosen, who is personally known to me or who produced as identification a Florida driver's license.

  
\_\_\_\_\_  
Elaine E. Mathis (printed name)  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for EST ORLANDO, LTD., a Florida Limited Partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

LEWIS, VEGOSEN, ROSENBACH &  
SILBER, P.A.

BY: *Dean Vegosen*

DEAN VEGOSEN, President

DATE: May 9th, 1996