1201 HASS STREET 800-142-8086 TATTAHASSEL TT 32300-2609 networks

PRINTER SERVICE ACCOUNT NO. : 072100000032 REFERENCE | 031553 4359488 AUTHORIZATION : COST LIMIT : \$ PRE-PAID ORDER DATE : July 25, 1996 ORDER TIME : 10:01 AM ORDER NO. : 031553 CUSTOMER NO: 4359488 CUSTOMER: J. Gregory Humphries, Esq. SMITH WILLIAMS & HUMPHRIES 201 East Pine, Suite 701 4 TAX. Orlando, FL 32801 FJUNG R. AGENT FEE __ C. COPY ___ DOMESTIC FILING TOTAL N. BANK FIRST TEAM PREMIER MALATICE DUE NAME: **UK**USUN EFFECTIVE DATE: _ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: _ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

CERTIFICATE OF LIMITED PARTNERSHIP OF FIRST TEAM PREMIER, LTD.

WHEREAS, the undersigned, desires to form a limited partnership (to be known as "First Team Premier, Ltd.") pursuant to the provision of a Limited Partnership Agreement.

WHERBAS, the undersigned hereby makes, acknowledges and files with the Secretary of State of Florida the Certificate of Limited Partnership for the purpose of forming, pursuant to the aforesaid Limited Partnership Agreement, a limited partnership in accordance with the laws of the State of Florida.

NOW, THEREFORE, the undersigned hereby certifies as follows:

- 1. Name of Partnership: The name of the Partnership shall be First Team Premier, Ltd.
- 2. Office and Agent for Service of Process: The recordkeeping office for the Partnership shall be 350 S. Lake Destiny Drive, Suite 200, Orlando, Florida 32810. The agent for the service of process is J. Gregory Humphries and his address is 201 East Pine St., Suite 701, Orlando, Florida 32801. The Partnership may change its recordkeeping office or its registered agent, or both, by filing with the Department of State of the State of Florida an amendment complying with this chapter.
- 3. <u>Name and Business Address of General Partner</u>: The name and address of the General Partner is as follows:

First Team Management, Inc. 350 S. Lake Destiny Drive, Suite 200 7.5 Orlando, Florida 32810

- 4. <u>Mailing Address</u>: The mailing address for the Partnership shall be 350 S. Lake Destiny Drive, Suite 200, Orlando, Florida 32810, attention First Team Premier, Ltd.
- 5. <u>Term</u>: This Limited Partnership shall commence on the date upon which this Certificate of Limited Partnership is duly filed with the Office of the Secretary of State of the State of Florida, and shall continue thereto in accordance with the terms provided in the Limited Partnership Agreement until December 31, 2026, unless earlier terminated in accordance with the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned, being first duly sworn, has hereto affixed my signature and seal, thereby executing this Certificate of Limited Partnership for the uses and purposes herein stated.

GENERAL PARTNER:

First Team Management, Inc.

By:

Vice-President

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of July, 1996, by W. Warner Peacock to me well known to be the Vice-President of First Team Management, Inc., a General Partner of the Partnership and one of the persons described in and who signed the foregoing Certificate of Limited Partnership, who is personally known to me or who has produced as identification and who did (did not) take an

oath.

Му Слотон выв СС557204

(Printed name)

NOTARY PUBLIC - STATE OF FLORIDA

SERIAL NO .: CC557204

Having been named to accept Service of Process for the above-stated Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

Signature: 1. Tregory Humphres
J. Gregory Humphries

AFFIDAYIT

STATE OF FLORIDA COUNTY OF ORANGE

The undersigned, being first duly sworn, deposes and says that:

- 1. He is a Vice-President of First Team Management, Inc., a General Partner of First Team Premier, Ltd.
- 2. Capital contributions in the amount of \$100,000.00 have been made by the Partners of said Partnership.
- 3. Capital contributions in the amount of \$0.00 are anticipated to be contributed by the Partners of said Partnership.

This Affidavit is made for the purpose of filing with the Certificate of Limited Partnership of First Team Premier, Ltd.

First Team Management, Inc.

By:

W. Warner Peacock, Vice President

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of July, 1996, by W. Warner Peacock, Vice-President of First Team Management, Inc., a General Partner of First Team Premier, Ltd., who is personally known to me or who has produced ______ as identification and who did (did not) take an oath.

KIM PARTHUR
My Commission CC557204
Expires Jun. 25, 2000

(Signature)

(Printed name)

NOTARY PUBLIC - STATE OF FLORIDA

SERIAL NO.: COMMENT Y