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ACCOUNT NO. : 072100000032

REFERENCE : 180084 80354B

AUTHORIZATION :

*Patricia Pyjot*

COST LIMIT : \$ 1153.25

ORDER DATE : December 9, 1996

ORDER TIME : 9:26 AM

ORDER NO. : 180084-005

CUSTOMER NO: 80354B

700002023257--8

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

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

DOMESTIC FILING

NAME: PARK PLACE AT METROWEST PHASE  
TWO, LTD.

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: Gail L. Shelby

EXAMINER'S INITIALS: *BK*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -9 AM 11:19

RECEIVED  
5 DEC -9 AM 10:52  
DIVISION OF CORPORATIONS

*12/9/96*

**CERTIFICATE OF LIMITED PARTNERSHIP OF**  
**PARK PLACE AT METROWEST PHASE TWO, LTD.**

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DIVISION OF CORPORATIONS  
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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:

PARK PLACE AT METROWEST PHASE TWO, LTD.

2. The office and location of the principal place of business of the Partnership shall be at:

1803 Park Center Drive, Suite 201  
Orlando, Florida 32835

3. The mailing address of the Partnership is:

1803 Park Center Drive, Suite 201  
Orlando, Florida 32835

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:

PARK DEVELOPMENT CORPORATION  
1803 Park Center Drive, Suite 201  
Orlando, Florida 32835

F9600001599

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 21 day of December, 1996.

PARK DEVELOPMENT CORPORATION, a  
Nevada corporation

BY:

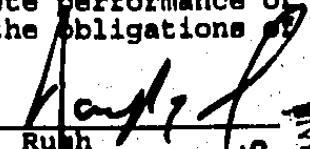
  
David J. Townsend, President

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**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: December 2, 1996

  
Randolph J. Rush

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, who is the General Partner of PARK PLACE AT METROWEST PHASE 2, 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 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

\$ 150,000

O/S Group Equity Corp., a Nevada  
corporation

\$ 1000

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 -

O/S Group Equity Corp., a Nevada  
corporation

\$ - 0 -

Dated: Dec. 2d 1996  
Orlando, Florida

PARK DEVELOPMENT CORPORATION, a  
Nevada corporation.

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

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STATE OF FLORIDA

COUNTY OF ORANGE

Sworn to, subscribed and acknowledged before me this  
day of December, 1996, by David J. Townsend.

Notary Public

Print Name:

My Commission Expires: 9-13-97

Personally known X or produced identification \_\_\_\_\_.

Type of Identification Produced \_\_\_\_\_.



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