



**THE UNITED STATES
CORPORATION
COMPANY**

A97000000335

ACCOUNT NO. : 072100000032

REFERENCE : 507560 4381472

AUTHORIZATION :

COST LIMIT : PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 PM 4:21

ORDER DATE : August 25, 1997

ORDER TIME : 11:33 AM

ORDER NO. : 507560-005

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

100002294831--8
-09/16/97--01086-017
*****52.50 *****52.50

100002294831--8
-09/16/97--01086-018
***1750.00 ***1750.00

49777000

DOMESTIC AMENDMENT FILING

NAME: MT. ZION ROAD PARTNERS, LTD.

EFFECTIVE DATE:

J. TAX _____
FILING 12.50
R. AGENT FEE _____
C. COPY 52.50
TOTAL 1802.50
BALANCE DUE _____
FUND _____

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 PM 4:21

RECEIVED
97 AUG 25 PM 1:17
DIVISION OF CORPORATION

1716
9/12/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 25, 1997

LORI DUNLAP
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: MT. ZION ROAD PARTNERS, LTD.
Ref. Number: A97000000335

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 PM 4: 21

We have received your document for MT. ZION ROAD PARTNERS, LTD. and check(s) totaling \$1750.00. However, your check(s) and document are being returned for the following:

This partnership has 2 general partners -- CED CAPITAL HOLDINGS VII, LTD. and NUROCK CORPORATION.

A SUPPLEMENTAL AFFIDAVIT for a Florida limited partnership must be signed by ALL THE GENERAL PARTNERS.

ALSO, the Affidavit must clearly state what the TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION AMOUNT is now. Previously, \$50.00 was anticipated. Is the \$4,420,000.00 in ADDITION to the original \$50.00??? Or is \$4,420,000.00 now the TOTAL ANTICIPATED AMOUNT?????

ALSO, the fee to file the SUPPLEMENTAL AFFIDAVIT is \$1,750.00. But if you want a Certified Copy, there will be an additional fee of \$52.50. If you need a Certified Copy, please return with a total of \$1,802.50.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 497A00042791

RESUBMIT

Please give original
submission date as file date.

RECEIVED
97 SEP 12 PM 3: 22

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, as managing general partner of Mt. Zion Road Partners, Ltd., a Florida limited partnership, hereby executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

The actual amount of capital contributions of the Limited Partner, which amount is \$50.00, has exceeded the originally anticipated amount of capital contributions. An additional sum of \$4,420,000 is anticipated to be contributed by the Limited Partner for a total capital contribution amount of \$4,420,050.

Executed this 28th day of August, 1997.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

By: CED CAPITAL HOLDINGS VII, LTD., a
Florida limited partnership,
managing general partner

By: CED Capital Holdings VII, Inc.,
a Florida corporation, managing
general partner

By: J. P. Brock
Jay P. Brock,
Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

DATE Aug 28, 1997

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Jay P. Brock, as Vice President of CED Capital Holdings VII, Inc., a Florida corporation, managing general partner of CED Capital Holdings VII, Ltd., a Florida limited partnership, managing general partner and on behalf of Mt. Zion Road Partners, Ltd., a Florida limited partnership, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit as a Vice President of CED Capital Holdings VII, Inc., a Florida corporation, as the managing general partner of CED Capital Holdings VII, Ltd., a Florida limited partnership, the managing general partner of Mt. Zion Road Partners, a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of August, 1997.



WANDA L. HUNTLEY
My Comm Exp. 11/28/99
Bonded By Service Ins
No. CC512382

[] Personally Known [] Other ID.

Wanda L. Huntley
Notary Public
State of Florida at Large
My Commission Expires:

From: NuRock To: Remote retrieval.

Date: 9/10/97 Time: 3:31:54 PM

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SEP-10-97 WED 12:18 PM BROAD AND CASSEL

FAX NO. 407 839 4210

P. 03/03

By: NUROCK CORPORATION,
Georgia corporation

By: Robert G. Hoskins,
President

STATE OF GEORGIA
COUNTY OF FULTON

DATE September 10, 1997

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Robert G. Hoskins, as President of NUROCK CORPORATION, a Georgia corporation, a general partner of and on behalf of Mt. Zion Road Partners, Ltd., a Florida limited partnership, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit as the President of NUROCK CORPORATION, a Georgia corporation, as a general partner of Mt. Zion Road Partners, a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of September, 1997.

