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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
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DIVISION OF CORPORATION

September 26, 1997

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: MELDOY LANE LTD.
Ref. Number: W97000022133

FILED
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DIVISION OF CORPORATIONS
97 SEP 26 AM 11:04

MELODY PARTNERS

We have received your document for MELDOY LANE LTD. and check(s) totaling \$297.50. However, your check(s) and document are being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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: 797A00047679

Corrected 9.29.97

Please backdate.

CERTIFICATE OF LIMITED PARTNERSHIP

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DIVISION OF CORPORATIONS
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THE UNDERSIGNED hereby make, acknowledge and file with the Secretary of State of the State of Florida, this *Certificate of Limited Partnership* for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. **NAME OF PARTNERSHIP** - The name of the Partnership shall be
MELODY LANE PARTNERS, LTD.

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS** - The principal place of business of the Partnership shall be located at 501 East Jackson Street, Orlando, Florida 32801, or such other place or places as the General Partner shall from time to time determine.

3. **NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS**

PHILIP TATICH
341 North Maitland Avenue, Suite 340
Maitland, Florida 32751

4. **NAMES AND ADDRESSES OF THE GENERAL PARTNERS**

SDP INVESTMENTS, INC.
501 East Jackson Street
Orlando, Florida 32801

L28457

SOS REALTY CORP.
501 East Jackson Street
Orlando, Florida 32801

L79712

5. **MAILING ADDRESS OF THE PARTNERSHIP**

501 East Jackson Street
Orlando, Florida 32801

6. The latest date upon which the Partnership is to dissolve is upon the occurrence
any of the following events:

- (a) the determination by the General Partner, with the written concurrence of Limited Partners holding fifty-one percent (51%) of the Percentage Interests of all Limited Partners;
- (b) the bankruptcy, withdrawal or removal of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in Section 8.1 of the Partnership Agreement;
- (c) the disposition of all or substantially all of the Partnership assets; and
- (d) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement).

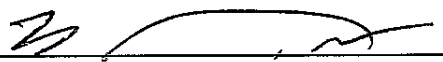
DATED this 26th day of September, 1997.

GENERAL PARTNERS

SDP INVESTMENTS, INC.

By: 
Howard A. Schieferdecker, President

SOS REALTY CORP.

By: 
Howard A. Schieferdecker Vice President

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

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Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, the undersigned, after first being duly sworn, deposes and says that the total capital contributions of the Limited Partners of *MELODY LANE PARTNERS, LTD.* shall be \$30,000.00.

No Limited Partner shall at any time be required to make any capital contributions to the Partnership in excess of the pro rata share of the aforesaid aggregate contributions of \$30,000.00 attributable to the interest of such Limited Partner.

SWORN AND SUBSCRIBED this 26th day of September, 1997.


MANAGING GENERAL PARTNER

SDP INVESTMENTS, INC.

By: 
Howard A. Schieferdecker, President

GENERAL PARTNER

SOS REALTY CORP.

By: 
Howard A. Schieferdecker Vice President

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing *Certificate of Limited Partnership* was acknowledged before me this 26th day of September, 1997, by **HOWARD A. SCHIEFERDECKER**, as President of **SDP INVESTMENTS, INC.**, a Florida corporation, as Managing General Partner, who is personally known to me.


NOTARY PUBLIC, State of Florida



Ann Tatich
MY COMMISSION # CC540701 EXPIRES
March 18, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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SECRETARY OF STATE
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**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing *Certificate of Limited Partnership* was acknowledged before me this 26th day of September, 1997, by **HOWARD A. SCHIEFERDECKER**, as Vice President of **SOS REALTY CORP.**, a Florida corporation, as General Partner, who is personally known to me.


NOTARY PUBLIC, State of Florida

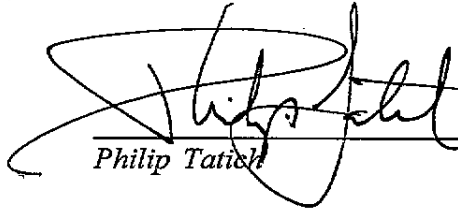


Ann Tatich
MY COMMISSION # CC540701 EXPIRES
March 18, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, *PHILIP TATICH*, accepts his designation as Registered Agent for *MELODY LANE PARTNERS, LTD.* and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act.

DATED this 26th day of September, 1997.


Philip Tatich

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