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10/02/97

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: NORTH POINT LIMITED PARTNERSHIP NO. 1

AUDIT NUMBER...... H97000016440

DOC TYPE......FLORIDA LIMITED PARTNERSHIP

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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, hereby makes, acknowledges and files 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 NORTH POINT LIMITED PARTNERSHIP NO. 1.
- 2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 8351 Parkline Boulevard, Suite 300, Orlando, Florida 32809, or at such other place or places as the General Partner shall from time to time determine.
 - 3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.

Jon C. Yergler 215 North Eola Drive Orlando, Florida 32801

4. NAME AND BUSINESS ADDRESS OF GENERAL PARTNER.

Weeks Realty, L.P. 4497 Park Drive Norcross, Georgia 30093

P95-135

MATLING ADDRESS OF THE LIMITED PARTNERSHIP.

8351 Parkline Boulevard, Suite 300 Orlando, Florida 32809

This document was prepared by:

LORAN A. JOHNSON, ESQUIRE

Florida Bar Number: 339350 Lowndes, Drosdick, Doster, Kantor & Reed, P.A. P. O. Box 2809 Orlando, Florida 32802-2809 (407) 843-4600

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6. TERM. The partnership shall be dissolved on December 31, 2022 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 35 day of September, 1997.

GENERAL PARTNER

Weeks Realty, L.P., a Georgia limited partnership

By: Weeks G P Holdings, Inc., its General Partner

By: Donest Kolmon

Its President/COO

LOWNDES, DROSDICK→ Department of State;# 4 ID: 14074234495

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the limited partner of North Point Limited Partnership No. 1 are \$0. Capital contributions of the limited partners will be made in the future but the amount thereof is not presently known.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents: thereof and the facts stated herein are true and correct.

EXECUTED this 25 day of September, 1997.

GENERAL PARTNER: Weeks Realty L.P., a Georgia limited partnership

By: Weeks GP Holdings, Inc., its General Partner

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Jon C. Yergler, accepts his designation as Registered Agent for North Point Limited Partnership No. 1 and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

day of September, 1997