

FROM HILL WARD HENDERSON

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10/16/97

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: HILL, WARD & HENDERSON, P.A.

ACCT#: 072317001716

CONTACT: BARBARA A MURPHY

PHONE: (813)221-3900

FAX #: (813)221-2900

NAME: OREGON PROPERTIES NO. 5, LTD.

AUDIT NUMBER.....H97000017222

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....1

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
OREGON PARTNERS NO. 5, LTD.

The undersigned parties, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, do hereby certify and swear as follows:

- I. Name. The name of the partnership shall be:
OREGON PARTNERS NO. 5, LTD.
- II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:

STEPHEN M. HUDOBA
101 East Kennedy Blvd., Suite 3700
Tampa FL 33602

- III. General Partner. The name and address of the general partner of the limited partnership is as follows:

Oregon Properties, Inc.
c/o Barclay Group
1123 Overcash Drive
Dunedin FL 34698

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TALLAHASSEE, FLORIDA

- IV. Location of Principal Place of Business and Mailing Address. The limited partnership's principal place of business and mailing address shall be:

c/o Barclay Group
1123 Overcash Drive
Dunedin FL 34698

- V. Term. The term for which the limited partnership is to exist will be from the date of the filing of this Certificate of Limited Partnership until dissolution, which shall be:

- (a) on December 31, 2027;
- (b) the sale, abandonment or disposal by the limited partnership of all or substantially all of its assets;

Prepared by: Stephen M. Hudoba, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 507644

(c) the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom;

(d) a written agreement to that effect entered into by the general partner and the limited partner.

The undersigned hereby acknowledges that the undersigned has read the Certificate of Limited Partnership of OREGON PARTNERS NO. 5, LTD., a Florida limited partnership, and the undersigned by executing this Signature Page, acknowledges that the undersigned has joined in the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 14TH day of October, 1997.

"General Partner"

Oregon Properties, Inc.

By: 

Daniel L. Vietto, Vice President

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated limited partnership, I hereby accept appointment as its 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.


Stephen M. Hudoba

Date: 10/14/97

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE THE UNDERSIGNED, personally appeared Daniel L. Vietto, Vice President of Oregon Properties, Inc., the general partner of OREGON PARTNERS NO. 5, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

1. The amount of capital contributions to date of the limited partners is \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

Under penalty 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.

DATED this 14th day of October, 1997.

FURTHER AFFIANT SAYETH NOT.

Oregon Properties, Inc., a Florida corporation
General Partner

By: [Signature]
Daniel L. Vietto, Vice President

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this October 14th, 1997, by Daniel L. Vietto, Vice President of Oregon Properties, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

[Signature]
Notary Public
My Commission Expires
Commission Number:



LINDA F TIMM
My Commission CC557954
Expires May 28, 2000