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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

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

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: PARK CENTRAL DEVELOPERS, LTD.

AUDIT NUMBER.....H97000017822

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1 PAGES..... 3

CERT. COPIES.....1 DEL.METHOD.. FAX

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CERTIFICATE OF LIMITED PARTNERSHIPOFPARK CENTRAL DEVELOPERS, LTD.

The undersigned, hereby makes 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 PARK CENTRAL DEVELOPERS, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 5009 Park Central Drive, Orlando, Florida 32839, or at such other place or places as the General Partners shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS. Loran A. Johnson, Esquire, 215 North Eola Drive, Orlando, Florida 32801.

4. NAME AND BUSINESS ADDRESS OF GENERAL PARTNER.

PCD GP, INC., a Florida corporation
5009 Park Central Drive
Orlando, Florida 32839

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5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP.

5009 Park Central Drive
Orlando, Florida 32839

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This document was prepared by:

Loran A. Johnson, Esq.

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, 2046 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED as of the 23rd day of October, 1997.

GENERAL PARTNER:

PCD GP, INC., a Florida corporation

By: 

Joel K. Slater, Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 Partners of PARK CENTRAL DEVELOPERS, LTD. are \$990.00. No additional capital contributions by the Limited Partners are required.

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 as of the 23rd day of October, 1997.

GENERAL PARTNER:

PCD GP, INC., a Florida corporation

By: 

Joel K. Slater, Vice President

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Loran A. Johnson, accepts his designation as Registered Agent for PARK CENTRAL DEVELOPERS, INC. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED as of the 23rd day October, 1997.


Loran A. Johnson

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