



THE UNITED STATES
CORPORATION
COMPANY

A9 7000002483

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ACCOUNT NO. : 072100000032 DEPT. OF CORPORATION

REFERENCE : 601984 4381472

AUTHORIZATION :

COST LIMIT : \$ 148.75

Patricia Pizit

ORDER DATE : November 14, 1997

ORDER TIME : 2:48 PM

ORDER NO. : 601984-025

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL

600002348096--9

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: SEMINOLE CO. PARK PLACE
PARTNERS, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 NOV 14 AM 8:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/14/97
BK

file 3rd

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SEMINOLE CO. PARK PLACE PARTNERS, LTD.

FILED
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TALLAHASSEE
SECRETARY OF STATE

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole General Partner of SEMINOLE CO. PARK PLACE PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be SEMINOLE CO. PARK PLACE PARTNERS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 2200 Lucien Way, Suite 450, Maitland, Florida 32751. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The names and initial business address of the sole General Partner is:

CED CAPITAL HOLDINGS IX, LTD., a Florida
limited partnership
2200 Lucien Way, Suite 450
Maitland, Florida 32751

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4. The initial mailing address of the limited partnership is 2200 Lucien Way, Suite 450, Maitland, Florida 32751.

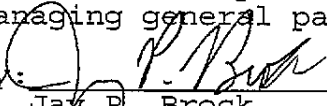
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2047.

6. This Certificate has been executed by the undersigned as of the 12th day of November, 1997.

GENERAL PARTNER:

CED CAPITAL HOLDINGS IX, LTD., a
Florida limited partnership

By: CED Construction, Inc., a
Florida corporation, its
managing general partner


By: 
Jay P. Brock
Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for SEMINOLE CO. PARK PLACE PARTNERS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC., a Florida corporation

By: _____


Randal M. Alligood
Vice President

Dated this 13th day of November, 1997.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT

OF

CAPITAL CONTRIBUTIONS

The undersigned, being the sole General Partner of SEMINOLE CO. PARK PLACE PARTNERS, LTD. and being duly sworn, does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of SEMINOLE CO. PARK PLACE PARTNERS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contribution of the limited partner as of the date hereof is \$50.00 and no further capital contributions from the limited partner are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

CED CAPITAL HOLDINGS IX, LTD., a Florida limited partnership

By: CED Construction, Inc., a Florida corporation, its managing general partner

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

Dated this 12th day of November, 1997.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of November, 1997, by Jay P. Brock, as Vice President of CED Construction, Inc., a Florida corporation, as managing general partner of CED Capital Holdings IX, Ltd. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Peggy A. Baker
(Signature of Notary Public)

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires:



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TALLAHASSEE
SECRETARY OF STATE