



THE UNITED STATES
CORPORATION
COMPANY

A97000002686

ACCOUNT NO. : 072100000032

REFERENCE : 631348 4381472

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 148.75

ORDER DATE : December 11, 1997

ORDER TIME : 11:39 AM

300002369463--8

ORDER NO. : 631348-015

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: HICKORY POINTE, 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: Jeanine Glisar

EXAMINER'S INITIALS:

RECEIVED
97 DEC 11 PM 1:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
97 DEC 11 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/11/97

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HICKORY POINTE, LTD.**

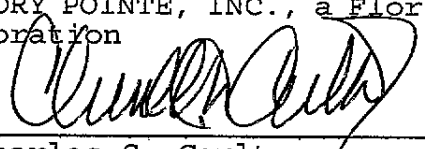
Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole General Partner of HICKORY POINTE, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be HICKORY POINTE, LTD.
2. The address of the office where records shall be kept shall be 3200 South Hiawassee Road, Suite 206, Orlando, Florida 32835. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801.
3. The name and the business address of the General Partner is:

Hickory Pointe, Inc., a Florida corporation
3200 South Hiawassee Road
Suite 206
Orlando, Florida 32801
4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2047.
6. This Agreement has been executed by the undersigned effective as of the 8th day of December, 1997.

GENERAL PARTNER:

HICKORY POINTE, INC., a Florida corporation

By: 

Charles S. Carlton,
Vice President

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for HICKORY POINTE, 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 8th day of December, 1997.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT

OF

CAPITAL CONTRIBUTIONS

The undersigned being the sole General Partner of HICKORY POINTE, 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 HICKORY POINTE, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

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

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

HICKORY POINTE,
Florida corporation

By: Charles S. Carlton
Charles S. Carlton,
Vice President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8th day of December, 1997, by Charles S. Carlton, a Vice President of Hickory Pointe, Inc., a Florida corporation, the General Partner of Hickory Pointe, Ltd., a Florida limited partnership, and who is personally known to me.

Brenda J. Carlson
Notary Public
My Commission Expires:
Print, type or stamp name of
notary



Brenda J Carlson
My Commission CC580585
Expires Oct. 26, 2000