

A98000000123



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 666635 4381472

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 148.75

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 13 PM 2:31

ORDER DATE : January 13, 1998

ORDER TIME : 10:31 AM

ORDER NO. : 666635-010

100002398481--7

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: DEER MEADOW PARTNERS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

RECEIVED
98 JAN 13 PM 12:21
DIVISION OF CORPORATIONS

LF
2/20

JK
1/13/98

CERTIFICATE OF LIMITED PARTNERSHIP
OF
DEER MEADOW PARTNERS, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 PM 2:31

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

1. The name of the Partnership shall be DEER MEADOW 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

A97 00002481

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

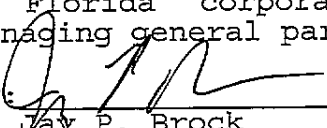
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2047.

6. This Certificate has been executed by the undersigned as of the 3rd day of December, 1997.

GENERAL PARTNER:

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

By: CED Capital Holdings IX, Inc.,
a Florida corporation, its
managing general partner

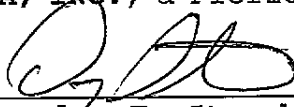
By: 
Jay P. Brock
Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for DEER MEADOW 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: _____


Douglas E. Starcher
Vice President

Dated this 12th day of January, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 PM 2:31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 PM 2:31

AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

The undersigned, being the sole General Partner of DEER MEADOW 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 DEER MEADOW 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 Capital Holdings IX, Inc., a Florida corporation, its managing general partner

By: Jay P. Brock
Vice President

Dated this _____ day of December, 1997.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8th day of January, 1997, by Jay P. Brock, as Vice President of CED Capital Holdings IX, 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)



Peggy A Baker
My Commission CC803976
Expires November 25, 2000

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