APSODOOD 127
THE UNITED STATES
GORPORATION

ACCOUNT NO. : 072100000032

REFERENCE :

666942

4381472

AUTHORIZATION :

COST LIMIT : \$ 148.75

ORDER DATE: January 13, 1998

ORDER TIME: 11:43 AM

ORDER NO. : 666942-015

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant

BROAD AND CASSEL

Suite 1100

390 North Orange Avenue

Orlando, FL 32801

DOMESTIC_FILING

NAME:

ERCO DEVELOPMENT, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

____ PLAIN STAMPED COPY

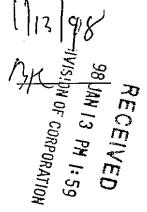
XX ____CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

find and

100002398751-





CERTIFICATE OF LIMITED PARTNERSHIP OF ERCO DEVELOPMENT, LTD.

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

- 1. The name of the Partnership shall be ERCO DEVELOPMENT, LTD. (the "Partnership").
- 2. The address of the initial office where records shall be kept shall be 535 Park Avenue, North, Winter Park, Florida 32789. 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:

ERCO DEVELOPMENT, INC., a Florida corporation 535 Park Avenue, North Winter Park, Florida 32789 PAROUM 7789

- 4. The initial mailing address of the limited partnership is 535 Park Avenue, North, Winter Park, Florida 32789.
- 5. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.
- 6. This Certificate has been executed by the undersigned as of the 12th day of January, 1998.

GENERAL PARTNER:

ERCO DEVELOPMENT, INC., a Florida

corporation

By:_

Udo Garbe President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for ERCS. DEVELOPMENT, 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, ANC., a Florida corporation

By:

Douglas E. Starcher Vice President

Dated this 12th day of January, 1998.

AFFIDAVIT

OF

CAPITAL CONTRIBUTIONS

The undersigned, being the sole General Partner of ERCO DEVELOPMENT, 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 ERCO DEVELOPMENT, 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.

CENTEDAT DADUNTED.

This Affidavit is executed and sworn to by:

GUNERY	AL FARINER.			
	/ / ,			
ERCO	DEVELØPMENT/,	INC.,	a	Florida
corporation/ / /				
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Udo Garbe President,

Dated this 12th day of January, 1998.

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of January, 1998, by Udo Garbe, as President of ERCO Development, Inc., a Florida corporation. He is personally known to me or has produced _______as identification and who did/did not take an oath.

(Signature of Notary Public)

JOSIE HOCKMAN

(Typed name of Notary Public) Notary Public, State of Florida Commission No.

My commission expires:

