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FOWLER, BARICE, FEENEY & O'QUINN

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

JAMES A. FOWLER
CAROLE JOY BARICE, P.A.
THOMAS C. FEENEY III, P.A.
MICHAEL A. U. O'QUINN, P.A.
MARY L. SNEED

EMPIRE BUILDING
28 W. CENTRAL BLVD.
FOURTH FLOOR
ORLANDO, FLORIDA
32801

TELEPHONE: (407) 425-2684
TELEFAX: (407) 425-2690

January 20, 1998

VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
98 JAN 21 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: *Horizons Northwest Partnership, Ltd.*

Dear Sir/Madam:

CM

Enclosed with this letter please find one original and one copy of Certificate of Limited Partnership and Affidavit of Capital Contributions for Limited Partnership, along with our firm's check in the amount of \$140.00 to cover costs of filing and furnishing to the undersigned a certified copy of the certificate.

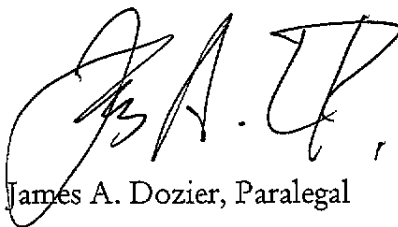
Please contact the undersigned if you have questions or comments regarding this matter.

Best regards.

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-01/21/98--01104--003
*****140.00 *****140.00

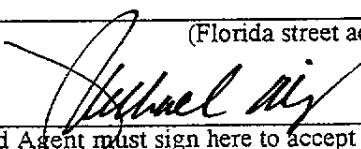
Sincerely,

FOWLER, BARICE, FEENEY & O'QUINN, P.A.


James A. Dozier, Paralegal

/jd
Enclosure

CERTIFICATE OF LIMITED PARTNERSHIP

1. Horizons Northwest Partnership, Ltd.
(Name of Limited Partnership: must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 611 Wymore Road, Winter Park, Florida 32789
(Business address of Limited Partnership)
3. Michael A. U. O'Quinn, Esquire
(Name of Registered Agent for Service of Process)
4. 28 West Central Blvd., 4th Floor, Orlando, Florida 32801
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 611 Wymore Road, Winter Park, Florida 32789
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 1/1/2008

8. Name(s) of general partner(s):

Street address:

Charles W. Clayton, Jr.

611 Wymore Rd., Winter Park, FL 32789

Charles W. Clayton, III

611 Wymore Rd., Winter Park, FL 32789

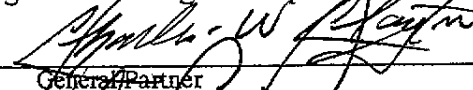
William C. Roll


611 Wymore Rd., Winter Park, FL 32789

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 19th day of January, 19 98

Signature of all general partners:


General Partner


General Partner


General Partner

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Horizons Northwest
Partnership, Ltd.

_____,
a Florida Limited Partnership, certify:

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98 JAN 21 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

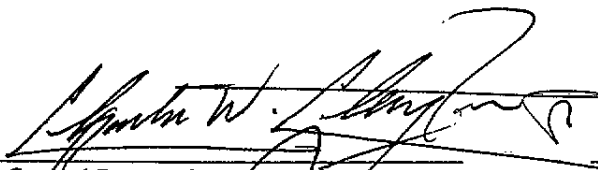
The amount of capital contributions to date of the limited partners is \$ 1,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 1,000.00

Signed this 14th day of January, 19 98

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.*



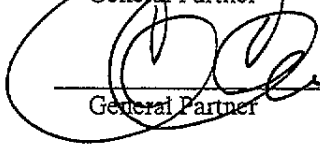
General Partner

General Partner



General Partner

General Partner



General Partner

General Partner