



THE UNITED STATES  
CORPORATION  
COMPANY

A98000000380

ACCOUNT NO. : 072100000032

REFERENCE : 700518 4381472

AUTHORIZATION :

Patricia Pigant

COST LIMIT : \$ 148.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 AM 11:30

ORDER DATE : February 10, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 700518-005

CUSTOMER NO: 4381472

600002426476--8

CUSTOMER: Janice Myers, Legal Assistant  
BROAD AND CASSEL

Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

DOMESTIC FILING

NAME: HEATHERBROOK PARK PARTNERS,  
LTD.

EFFECTIVE DATE:

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: Christopher Smith

EXAMINER'S INITIALS:

BK  
2/10/98

RECEIVED  
98 FEB 10 AM 10:48  
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HEATHERBROOK PARK PARTNERS, LTD.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 AM 11:30

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

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

2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, 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  
1551 Sandspur Road  
Maitland, Florida 32751

A97000002481

4. The initial mailing address of the limited partnership is 1551 Sandspur Road, Maitland, Florida 32751.

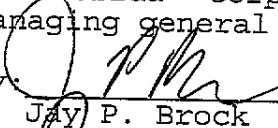
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.

6. This Certificate has been executed by the undersigned as of the 9th day of February, 1998.

**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 HEATHERBROOK PARK 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 9th day of February, 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 AM 11:30

AFFIDAVIT  
OF  
CAPITAL CONTRIBUTIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 AM 11:30

The undersigned, being the sole General Partner of HEATHERBROOK PARK 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 HEATHERBROOK PARK 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 9th day of February, 1998.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of February, 1998, 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 CC603976  
Expires November 25, 2000

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