



THE UNITED STATES
CORPORATION
COMPANY

A98000000399

ACCOUNT NO. : 072100000032

REFERENCE : 702556 4381472

AUTHORIZATION :

COST LIMIT : \$ 148.75

Patricia Pizito

ORDER DATE : February 11, 1998

ORDER TIME : 11:31 AM

ORDER NO. : 702556-005

800002427738--8

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: CLEARWATER PHASE II PARTNERS,
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: Deborah Schroder

EXAMINER'S INITIALS:

134

2/11/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 PM 2:38

RECEIVED
98 FEB 11 PM 12:23
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP
OF

CLEARWATER PHASE II PARTNERS, LTD.

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Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of CLEARWATER PHASE II PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be CLEARWATER PHASE II 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 name and initial business address of the General Partner is:

CED CAPITAL HOLDINGS X, LTD., a Florida
limited partnership
1551 Sandspur Road
Maitland, Florida 32751

A480VVUU00398

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 ~~January~~ February, 1998.

GENERAL PARTNER:

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

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

By: Jay P. Brock
Jay P. Brock, Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for CLEARWATER PHASE II 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 10th day of February, 1998.

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AFFIDAVIT

OF

CAPITAL CONTRIBUTIONS

The undersigned being the sole General Partner of CLEARWATER PHASE II 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 CLEARWATER PHASE II PARTNERS, 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:

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

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

By: [Signature]
Jay P. Brock, Vice President

Dated this 9th day of ~~January~~, 1998.

February

STATE OF FLORIDA
COUNTY OF ORANGE

February The foregoing instrument was acknowledged before me this 9th day of ~~January~~, 1998, by Jay P. Brock, as Vice President of CED Capital Holdings X, Inc., a Florida corporation, as managing general partner of CED Capital Holdings X, Ltd. He is personally known to me or has produced as identification and who did/did not take an oath.

[Signature: 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: _____