



THE UNITED STATES  
CORPORATION  
COMPANY

# A98000000504

ACCOUNT NO. : 072100000032

REFERENCE : 717461 4381472

AUTHORIZATION

COST LIMIT : \$ 157.50

*Patricia Pignatelli*

ORDER DATE : February 24, 1998

ORDER TIME : 11:31 AM

600002439336--9

ORDER NO. : 717461-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant  
BROAD AND CASSEL

Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

DOMESTIC FILING

NAME: ISLEWORTH CLUB PARTNERS, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       1 CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        2 CERTIFICATES OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 24 PM 3:13

(4)

RECEIVED  
98 FEB 24 PM 12:20  
DIVISION OF CORPORATIONS  
*MAC 2/24/98*

CERTIFICATE OF LIMITED PARTNERSHIP  
OF

ISLEWORTH CLUB PARTNERS, LTD.

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

1. The name of the Partnership shall be ISLEWORTH CLUB 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 IX, LTD., a Florida limited partnership  
1551 Sandspur Road  
Maitland, Florida 32751      A97000U02481

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 20 day of February, 1998.

GENERAL PARTNER:

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

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

By:   
Jay P. Brock  
Vice President

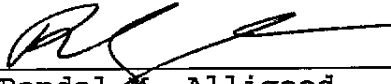
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for ISLEWORTH CLUB 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 23rd day of February, 1998.

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SECRETARY OF CORPORATIONS  
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AFFIDAVIT  
OF  
CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of ISLEWORTH CLUB 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 ISLEWORTH CLUB 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 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 20 day of February, 1998.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20 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: \_\_\_\_\_