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ACCOUNT NO. : 072100000032

REFERENCE : 724548 4381472

AUTHORIZATION :

COST LIMIT : \$ 148.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 PM 1:18

ORDER DATE : March 2, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 724548-005

CUSTOMER NO: 4381472

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CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: MOFFAT RIDGE PARTNERS, LTD.

EFFECTIVE DATE:

XX 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: Stacy L Earnest

EXAMINER'S INITIALS:

A98-566

Name	0232
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Acknowledgement	
W. P. Verifier	

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CERTIFICATE OF LIMITED PARTNERSHIP
OF

MOFFAT RIDGE PARTNERS, LTD.

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

1. The name of the Partnership shall be MOFFAT RIDGE 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:

A97-2481
CED CAPITAL HOLDINGS IX, LTD., a Florida limited partnership
1551 Sandspur Road
Maitland, Florida 32751

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

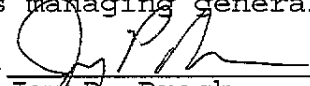
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.

6. This Certificate has been executed by the undersigned as of the 26 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 E. Brock
Vice President

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MOFFAT RIDGE 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: 

Douglas E. Starcher
Vice President

Dated this 27 day of February, 1998.

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AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of MOFFAT RIDGE 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 MOFFAT RIDGE 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: J. P. Brock
Jay P. Brock, Vice President

Dated this 26 day of February, 1998.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26 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: _____