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FROM HILL WARD HENDERSON

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ACCT#: 072317001716

CONTACT: BARBARA A MURPHY

FAX #: (813)221-2900

PHOME: (813)221-3900

NAME: OREGON PARTHERS NO. 12, LTD. AUDIT NUMBER..... H98000005117

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS...0

PAGES.....

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## CERTIFICATE OF LIMITED PARTNERSHIP OF OREGON PARTNERS NO. 12, LTD.

The undersigned parties, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, do hereby certify and swear as follows:

- I. Name. The name of the partnership shall be:
  OREGON PARTNERS NO. 12, LTD.
- II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:

STEPHEN M. HUDOBA

101 East Kennedy Blvd., Suite 3700

Tampa FL 33602

W. SECRETARY

The name and address of the general partner of the minited FL ARY

Oregon Properties, Inc.

c/o Barclay Group

1123 Overcash Drive

Dunedin FL 34698

IV. Location of Principal Place of Business and Mailing Address. The limited partnership's principal place of business and mailing address shall be:

c/o Barclay Group 1123 Overcash Drive Dunedin FL 34698

- V. Term. The term for which the limited partnership is to exist will be from the date of the filing of this Certificate of Limited Partnership until dissolution, which shall be:
  - (a) on December 31, 2028;
  - (b) the sale, abandonment or disposal by the limited partnership of all or substantially all of its assets;

Prepared by: Stephen M. Hudoba, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 507644

- the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom;
- (d) a written agreement to that effect entered into by the general partner and the limited partner.

The undersigned hereby acknowledges that the undersigned has read the Certificate of Limited Partnership of OREGON PARTNERS NO. 12, LTD., a Florida limited partnership, and the undersigned by executing this Signature Page, acknowledges that the undersigned has joined in the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below. Executed this 26 day of February, 1998. "General Partner" Oregon Properties, In Vietto, Vice President

Having been named to accept service of process for the above stated limited partnership, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my

duties, and I am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENT CERTIFICATE

Stephen M. Hudoba

March 2,1998

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE THE UNDERSIGNED, personally appeared Daniel L. Vietto, Vice President of Oregon Properties, Inc., the general partner of OREGON PARTNERS NO. 12, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

- 1. The amount of capital contributions to date of the limited partners is \$100.00.
- 2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00

Under penalty of perjury, I declare that I have read the foregoing and that the fact calleged are true to the best of my knowledge and belief.

DATED this 26 day of February, 1998.

FURTHER AFFIANT SAYETH NOT.

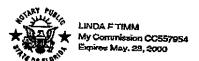
Oregon Properties, Inc., aFlorida corporation General Partner

Bar.

Daniel L. Vietto, Vice President

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this February 2674, 1998, by Daniel L. Vietto, Vice President of Oregon Properties, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification.



Notary Public Ling F. Timm

My Commission Expires: 5-28-2000 Commission Number: CC557954