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SHUTTS & BOWEN LLP

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(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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April 27, 1998

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Formation of South Lake Commerce Center I, Ltd.

To Whom It May Concern:

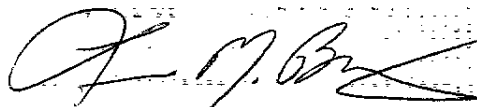
Enclosed please find Certificate of Limited Partnership, Affidavit of Limited Partners' Contribution, and a check in the amount of \$1,846.25 to cover the filing fees and a certified copy and certificate in connection with the formation of the above limited partnership..

Would you please file the enclosed Certificate and forward the certified copy and certificate to the undersigned.

If there are any problems or questions, please contact the undersigned.

Very truly yours,

SHUTTS & BOWEN



Leann M. Brezinsky
Legal Assistant

LMB/
Enclosures

ORL95. 80713.1 - LMB

A98-1060

Name	<i>Leann M. Brezinsky</i>
Availability	<i>OK</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgement	<i>OK</i>
W. P. Verifier	<i>OK</i>

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

SOUTH LAKE COMMERCE CENTER I, LTD.

WHEREAS, the undersigned desires to form a limited partnership to be known as "**South Lake Commerce Center I, Ltd.**," pursuant to the provisions of a Limited Partnership Agreement.

WHEREAS, the undersigned makes, acknowledges, and files with the Secretary of State of Florida, the Certificate of Limited Partnership for the purposes of forming, pursuant to the aforesaid Limited Partnership Agreement, a limited partnership in accordance with the laws of the State of Florida.

NOW, THEREFORE, the undersigned hereby certifies as follows:

1. ***Name of Partnership.*** The name of the Partnership shall be **South Lake Commerce Center I, Ltd.**

2. ***Office and Agent for Service of Process.*** The recordkeeping office for the Partnership shall be 220 E. Monument Avenue, Building 4, Suite D, Kissimmee, Florida 34741. The Agent for the service of process is Stephen Ralston, and his address is 220 E. Monument Avenue, Building 4, Suite D, Kissimmee, Florida 34741. The Partnership may change its recordkeeping office or its registered agent, or both, by filing with the Department of State of the State of Florida an amendment to comply with this Chapter.

3. ***Name and Business Address of General Partner.*** The name and address of the General Partner is as follows:

South Lake Center, Inc.
1958 Brantley Circle
Clermont, Florida 34711

997-89959

4. ***Mailing Address of Partnership.*** The mailing address for the Partnership shall be: 220 E. Monument Avenue, Building 4, Suite D, Kissimmee, Florida 34741. Attention: Stephen Ralston.

5. ***Term.*** This Limited Partnership shall commence on the date upon which this Certificate of Limited Partnership is duly filed with the Office of the Secretary of State of the State of Florida, and shall continue thereto in accordance with the terms provided in the Limited Partnership Agreement until December 31, 2028, unless earlier terminated in accordance with the Limited Partnership Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being first duly sworn, has hereto affixed his signature and seal, thereby executing this Certificate of Limited Partnership for the uses and purposes herein stated.

Witnesses:

SOUTH LAKE CENTER, INC., General
Partner / Registered Agent

By: Stephen Ralston
Stephen Ralston, President

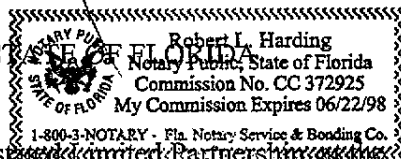
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21 day of January, 1998, by Stephen Ralston, as the President of SOUTH LAKE CENTER, INC., a General Partner of the Partnership and one of the persons described in and who signed the foregoing Certificate of Limited Partnership, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

(Signature)

(Printed Name)

NOTARY PUBLIC - STATE OF FLORIDA
SERIAL NO.:



Having been named to accept Service of Process for the above-stated Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

Signature: Stephen Ralston
Stephen Ralston

Date: 1/21/98

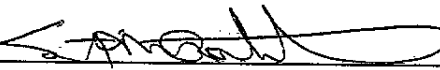
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT
LIMITED PARTNERS' CONTRIBUTION
OF
SOUTH LAKE COMMERCE CENTER I, LTD.**

South Lake Center, Inc., a Florida corporation, being the sole General Partner of South Lake Commerce Center I, Ltd., does hereby declare that the aggregate amount of the capital contributions of the limited partners of South Lake Commerce Center I, Ltd. and the amount anticipated to be contributed by the limited partners is \$575,000.00.

SOUTH LAKE CENTER, INC., a Florida corporation

By: _____



Stephen Ralston, President

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA