

# A98000001149



**THE UNITED STATES  
CORPORATION**  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 812441 4381472

AUTHORIZATION

COST LIMIT : *Patricia Pugh*  
\$ 148.75

ORDER DATE : May 8, 1998

ORDER TIME : 1:36 PM

ORDER NO. : 812441-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant  
BROAD AND CASSEL

Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

100002517661--0

DOMESTIC FILING

NAME: ACWORTH DUE WEST ROAD  
PARTNERS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name <i>5/8/98</i>	<u>XX</u> CERTIFIED COPY
Availability <i>Dec</i>	PLAIN STAMPED COPY
	<u>XX</u> CERTIFICATE OF GOOD STANDING

Document Examiner CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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DIVISION OF CORPORATIONS  
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RECEIVED  
98 MAY -8 PM 2:45  
DIVISION OF CORPORATION

A98000001149

2.00

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ACWORTH DUE WEST ROAD PARTNERS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting all of the general partners of ACWORTH DUE WEST ROAD PARTNERS, LTD. (the "Partnership"), hereby submit the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be ACWORTH DUE WEST ROAD 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 names and initial business addresses of the General Partners are:

*A97000002481*

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

*F95000003074*

NUROCK CORPORATION, INC., a Georgia corporation  
5920 Roswell Road, Suite B107-184  
Atlanta, Georgia 30328

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

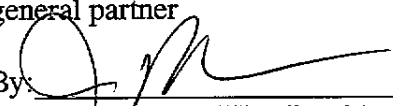
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.

This Certificate has been executed by the undersigned as of the 6<sup>th</sup> day of May, 1998.

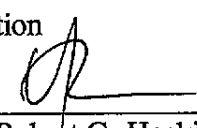
**GENERAL PARTNERS:**

**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

**NUROCK CORPORATION,** a Georgia  
corporation

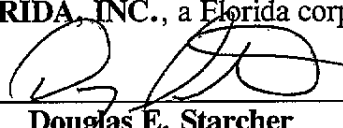
By:   
Robert G. Hoskins, President

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for ACWORTH DUE WEST ROAD 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 14th day of May, 1998.

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DIVISION OF CORPORATIONS  
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## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of ACWORTH DUE WEST ROAD PARTNERS, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of ACWORTH DUE WEST ROAD PARTNERS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

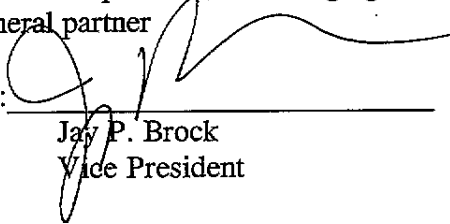
The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

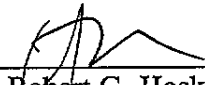
### GENERAL PARTNERS:

**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

**NUROCK CORPORATION,** a Georgia  
corporation


By:   
Robert G. Hoskins, President

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DIVISION OF CORPORATIONS  
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Dated this 1st day of May, 1998.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of May, 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.

  
(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: \_\_\_\_\_

STATE OF GEORGIA

COUNTY OF DeKalb

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of May, 1998, by Robert G. Hoskins, as President of NuRock Corporation, a Georgia corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and who did/did not take an oath.

Michelle L. Settle  
(Signature of Notary Public)

Michelle L. Settle  
(Typed name of Notary Public)

Notary Public, State of Georgia

Commission No. \_\_\_\_\_ Notary Public, DeKalb County, Georgia  
My Commission Expires April 29, 2002

My commission expires: \_\_\_\_\_