

A98000001150



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 812441 4381472

AUTHORIZATION :

COST LIMIT : *Patricia Poynter* 148.75

ORDER DATE : May 8, 1998

ORDER TIME : 1:37 PM

ORDER NO. : 812441-010

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL.

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

000002517660--3

DOMESTIC FILING

NAME: PAPER MILL ROAD PARTNERS,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<i>3/8/98</i>	CERTIFIED COPY
Availability	<i>Dec</i>	PLAIN STAMPED COPY
Document	<i>XX</i>	CERTIFICATE OF GOOD STANDING
Examiner	CONTACT PERSON: Daniel W Leggett	
Updater		EXAMINER'S INITIALS:
Updater Verifier		
Acknowledgement	DCC	
W. P. Verifier	DCC	

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RECEIVED
98 MAY -8 PM 2:45

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PAPER MILL ROAD PARTNERS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting all of the general partners of PAPER MILL 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 PAPER MILL 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

F95000005074
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.

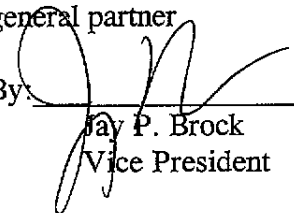
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.

This Certificate has been executed by the undersigned as of the 1st 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

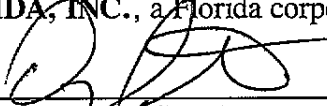
By: 
Robert G. Hoskins, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for PAPER MILL 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 7th day of May, 1998.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of PAPER MILL 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 PAPER MILL 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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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.

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: _____

STATE OF GEORGIA
COUNTY OF DeKalb

The foregoing instrument was acknowledged before me this 6th 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: _____