

05/26/98 TUE 09:30 FAX 407-423 4495

LOWNDES, DROSDICK

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5/26/98 FLORIDA DIVISION OF CORPORATIONS 8:57 AM
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((H98000009724 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: KAREN L DIDEA
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: CELEBRATION WORLD RESORT MANAGEMENT, LTD.

AUDIT NUMBER.....H98000009724

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ATTORNEY: 424

CLIENT: 045118

MATTER: 59759

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,
May 26, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA
Direct Dial: 407/418-6462

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98 MAY 26 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 MAY 26 AM 9:52

DIVISION OF CORPORATIONS

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CERTIFICATE OF LIMITED PARTNERSHIPOFCELEBRATION WORLD RESORT MANAGEMENT, LTD.002
FILED
98 MAY 26 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby makes and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the limited partnership shall be CELEBRATION WORLD RESORT MANAGEMENT, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the limited partnership shall be located at 7380 Sand Lake Road, Suite 560-C, Orlando, Florida 32819, or at such other place or places as the General Partners shall from time to time determine.

3. NAME AND ADDRESS OF THE REGISTERED AGENT FOR SERVICE OF PROCESS. The name of the registered agent for service of process for the limited partnership is William T. Dymond, Jr., and the registered office address is 215 N. Eola Drive, Orlando, Florida 32801.

4. NAME AND BUSINESS ADDRESS OF SOLE GENERAL PARTNER. The name and business address of the sole general partner of the limited partnership are:

per-31364
CELEBRATION WORLD RESORT MANAGEMENT, INC.
a Florida corporation
7380 Sand Lake Road, Suite 560-C
Orlando, Florida 32819

H98000009724

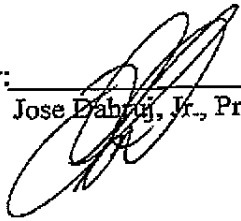
5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP. The mailing address for the limited partnership is 7380 Sand Lake Road, Suite 560-C, Orlando, Florida 32819.

6. TERM. The partnership shall be dissolved on December 31, 2028, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 22 day of May, 1998.

SOLE GENERAL PARTNER:

CELEBRATION WORLD RESORT
MANAGEMENT, INC., a Florida corporation

By: 
Jose Dabini, Jr., President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of CELEBRATION WORLD RESORT MANAGEMENT, LTD. are \$4,975.00 and the anticipated amount of additional capital contributions of the Limited Partners are \$20,000.00.

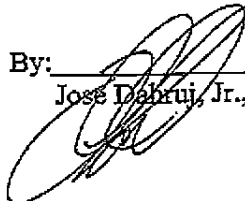
FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

EXECUTED this 22 day of May, 1998.

SOLE GENERAL PARTNER:

CELEBRATION WORLD RESORT
MANAGEMENT, INC., a Florida corporation

By: 
Jose Debrui, Jr., President


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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, William T. Dymond, Jr., accepts his designation as Registered Agent for CELEBRATION WORLD RESORT MANAGEMENT, LTD., and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.105.

EXECUTED this 22 day of May, 1998.


William T. Dymond, Jr.
Registered Agent

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TALLAHASSEE, FLORIDA

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