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GODBOLD, DOWNING, SHEAHAN & BATTAGLIA
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

GENE H. GODBOLD
GRANT T. DOWNING
MICHAEL J. SHEAHAN
WILLIAM P. BATTAGLIA
JOHN HOWELL BILL
PETER E. REINERT
JANET M. LOWER

222 WEST COMSTOCK AVENUE
SUITE 101
WINTER PARK, FLORIDA 32789

POST OFFICE BOX 1984
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 647-4418
FACSIMILE (407) 647-2089

June 1, 1998

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***140.00 ***140.00

Mr. John Hall
Hall's Delivery Service
Post Office Box 6332
Tallahassee, Florida 32314

Re: Powers Drive Partners, Ltd.


Dear John:

Enclosed please find original and one photocopy of Certificate of Limited Partnership and Affidavit of Capital Contributions for filing, together with check in the amount of \$140.00.

Please file the Certificate, obtain a certified copy, fax a filed copy to me and return to me via U.S. Mail.

Thank you for your assistance. If you have any questions, please do not hesitate to call me.

Sincerely yours,


Cathy A. Hahn
Assistant to Gene H. Godbold

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W. P. Verifier	DCC

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**POWERS DRIVE PARTNERS, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner files this Certificate of Limited Partnership of Powers Drive Partners, Ltd. with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

1. Name. The name of the limited partnership is **POWERS DRIVE PARTNERS, LTD.**

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

Atlantic Realty Services, Inc.
205 East Central Boulevard, Suite 300
Orlando, Florida 32801

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3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 205 East Central Boulevard, Suite 300, Orlando, Florida 32801.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

David G. Lee
205 East Central Boulevard, Suite 300
Orlando, Florida 32801

5. Partnership Mailing Address. The mailing address for the limited partnership is 205 East Central Boulevard, Suite 300, Orlando, Florida 32801.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is January 1, 2030.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

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Executed this 29th day of May, 1998.

ATLANTIC REALTY SERVICES, INC.
a Florida corporation

By: David G. Lee
David G. Lee, President

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**POWERS DRIVE PARTNERS, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

1. Capital Contributions. The undersigned General Partner of Powers Drive Partners, Ltd. declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be One Thousand and No/100 Dollars (\$1,000.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be One Thousand and No/100 Dollars (\$1,000.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that a fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

ATLANTIC REALTY SERVICES, INC.,
a Florida corporation

Date: May 29, 1998

By: _____

David G. Lee, President

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REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for Powers Drive Partners, Ltd., a Florida limited partnership, at the Registered Office designated in the Certificate of Limited Partnership, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Executed the 29th day of May, 1998.



DAVID G. LEE

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