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CONTACT: ROSE CARBONE

PHONE: (561)650-0726

FAX #: (561)655-5677

NAME: ALTAMONTE SPRINGS-TEELBARK, LTD.

AUDIT NUMBER.....H98000012356

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

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

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
ALTAMONTE SPRINGS-TEELBARK, LTD.
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

Altamonte Springs-Teelbark, Ltd.
2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

777 S. Flagler Drive, Suite 500E
West Palm Beach, Florida 33401
3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive, Suite 500E
West Palm Beach, Florida 33401
4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

Teelbark, Inc.
c/o Michael Hall, CPA
21 South 12th Street, Suite 402
Philadelphia, PA 19107
5. Mailing Address. The mailing address of the Partnership is as follows:

c/o Michael Hall, CPA
21 South 12th Street, Suite 402
Philadelphia, PA 19107

Kenneth M. Hart, Esq.
FL BAR # 0150369
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500 East
West Palm Beach, FL 33401
(561) 655-1980

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6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is January 1, 2050.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Edward S. Brown, Vice President of Teelbark, Inc., this 1st day of July, 1998,

Teelbark, Inc., a Pennsylvania corporation,
general partner of Altamonte Springs-
Teelbark, Ltd., a Florida limited partnership

By:

Edward S. Brown
Its: Vice President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Altamonte Springs-Teelbark, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE
SERVICES, INC.By: 

Michael V. Mitrione, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Edward S. Brown, Vice President of Teelbark, Inc., a Pennsylvania corporation, general partner of Altamonte Springs-Teelbark, Ltd., a Florida limited Partnership (the "Partnership"), who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$1,000.
2. The limited partners do not anticipate making any additional capital contributions.

This 1st day of July, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

Teelbark, Inc., a Pennsylvania corporation,
general partner of Altamonte Springs-
Teelbark, Ltd., a Florida limited partnership

By: ESB
Edward S. Brown
Its: Vice President

Commonwealth
STATE OF Pennsylvania
COUNTY OF Delaware ss.

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The foregoing instrument was acknowledged before me this 2nd day of July, 1998, by Edward S. Brown, Vice President of Teelbark, Inc., a Pennsylvania corporation, general partner of Altamonte Springs-Teelbark, Ltd., a Florida limited partnership. The above-named individual [✓] is personally known to me, or [] has produced the following identification _____ which is current or has been issued within the past five years and bears a serial or other identifying number and did [did not] take an oath.

Kathleen M. Love
Print Name: Kathleen M. Love
NOTARY PUBLIC
Commission Number: _____

Notarial Seal
Kathleen M. Love, Notary Public
Radnor Twp., Delaware County
My Commission Expires Jan. 20, 2001
Member, Pennsylvania Association of Notaries

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