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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: THIRD SERIES INVESTORS, LTD.

AUDIT NUMBER.....H98000013180

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 3

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: 427

CLIENT: 909090

MATTER: 58640

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF
TODAY, July 16, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

Gail S. Andre'

Direct Dial: 407/418-6203

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
THIRD SERIES INVESTORS, LTD.

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 partnership shall be THIRD SERIES INVESTORS, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 5145 City Street, Orlando, Florida 32839 or at such other place or places as the General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.

Loran A. Johnson
215 N. Eola Drive
Orlando, Florida 32801

4. NAME AND BUSINESS ADDRESS OF GENERAL PARTNER.

Park Central Community Development Corporation
5145 City Street
Orlando, Florida 32839

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP.

5145 City Street
Orlando, Florida 32839

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This document was prepared by:
Loran A. Johnson, Esquire
Florida Bar Number: 339350
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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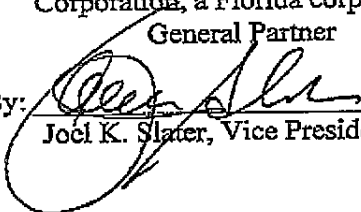
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6. TERM. The partnership shall be dissolved on December 31, 2028 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 8 day of July, 1998.

THIRD SERIES INVESTORS, LTD.

By: Park Central Community Development
Corporation, a Florida corporation
General Partner

By: 
Joel K. Slater, Vice President

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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 contribution of the Limited Partner of THIRD SERIES INVESTORS, LTD. is \$1,980.00. The anticipated amount of additional capital contributions of the Limited Partners is \$4,421,000.00.

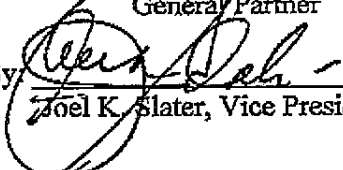
FURTHER AFFIANT SAYETH NOT.

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 8th day of July, 1998.

THIRD SERIES INVESTORS, LTD.

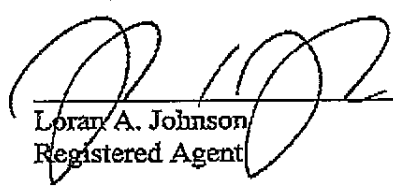
By: Park Central Community Development
Corporation, a Florida corporation
General Partner

By: 
Joel K. Slater, Vice President

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Loran A. Johnson accepts his designation as Registered Agent for THIRD SERIES INVESTORS, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 8th day of July, 1998.


Loran A. Johnson
Registered Agent

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