



THE UNITED STATES
CORPORATION
COMPANY

A98000001738

ACCOUNT NO. : 072100000032

REFERENCE : 896992 4381472

AUTHORIZATION :

COST LIMIT : \$ 157.50

ORDER DATE : July 20, 1998

ORDER TIME : 2:53 PM

ORDER NO. : 896992-015

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

100002593521--3

DOMESTIC FILING

NAME: TEXAS MEADOWS, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX PLAIN STAMPED COPY

XX CERTIFICATES OF GOOD STANDING -- 2

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 20 PM 4:43

140.00
52.50
192.50

(4) MK
7/20/98

FILE SECOND

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 29 PM 3:24

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TEXAS MEADOWS, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 4:43

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of TEXAS MEADOWS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be TEXAS MEADOWS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 950 N. Orlando Avenue, Suite 320, Winter Park, Florida 32789. 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 name and initial business address of the General Partner is:

TEXAS MEADOWS II, INC., a Florida corporation
950 N. Orlando Avenue
Suite 320
Winter Park, Florida 32789

P98000063917

4. The initial mailing address of the limited partnership is 950 N. Orlando Avenue, Suite 320, Winter Park, Florida 32789.

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 17 day of July, 1998.

GENERAL PARTNER:

TEXAS MEADOWS II, INC., a Florida corporation, general partner

By: _____

Charles B. Palmer,
President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for TEXAS MEADOWS, 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 17th day of July, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 4:43

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of TEXAS MEADOWS, 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 TEXAS MEADOWS, 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:

TEXAS MEADOWS II, INC., a Florida corporation, its general partner

By: _____

Charles B. Palmer,
President

Dated this 17th day of July, 1998.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of July, 1998, by Charles B. Palmer, as Vice President of TEXAS MEADOWS II, INC., a Florida corporation, as general partner of TEXAS MEADOWS, LTD. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Brenda A. King
(Signature of Notary Public)

 **BRENDA A. KING**
COMMISSION # CC 644866
EXPIRES JUN 22, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Brenda A. King
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. CC 644866
My commission expires: June 22, 2001