



THE UNITED STATES
CORPORATION
COMPANY

A98000002532

ACCOUNT NO. : 072100000032

REFERENCE : 028818 4381472

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 148.75

ORDER DATE : November 11, 1998

ORDER TIME : 1:42 PM

ORDER NO. : 028818-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

(4)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 AM 10:40

700002685307--0

DOMESTIC FILING

NAME: SAN MARINO PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING 2 copies

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

RECEIVED
98 NOV 12 PM 8:50
DIVISION OF CORPORATIONS

B/K
11/12/98

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SAN MARINO PARTNERS, LTD.**

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

1. The name of the Partnership shall be SAN MARINO PARTNERS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. 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:

CED CAPITAL HOLDINGS IX, LTD., a Florida limited partnership
1551 Sandspur Road
Maitland, Florida 32751

A97000002481

4. The initial mailing address of the limited partnership is 1551 Sandspur Road, Maitland, Florida 32751.

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 9th day of November, 1998.

GENERAL PARTNER:

CED CAPITAL HOLDINGS IX, LTD.,
a Florida limited partnership

By: CED Capital Holdings IX, Inc., a
Florida corporation, its managing
general partner

By: _____

Jay P. Brock
Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for SAN MARINO PARTNERS, L.P., 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 10th day of November, 1998.

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98 NOV 11 AM 10:40

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of SAN MARINO PARTNERS, 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 SAN MARINO PARTNERS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

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98 NOV 12 AM 10:40

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 PARTNER:

CED CAPITAL HOLDINGS IX, LTD.,
a Florida limited partnership

By: CED Capital Holdings IX, Inc., a
Florida corporation, its managing
general partner

By: Jay P. Brock
Vice President

Dated this 9th day of November, 1998.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of November, 1998, by Jay P. Brock, as Vice President of CED Capital Holdings IX, Inc., a Florida corporation, as managing general partner of CED Capital Holdings IX, Ltd. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Peggy A. Baker
(Signature of Notary Public)



Peggy A Baker
My Commission CC603976
Expires November 25, 2000

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires: _____