



THE UNITED STATES
CORPORATION
COMPANY

A98000002534

ACCOUNT NO. : 072100000032

REFERENCE : 029153 4381472

AUTHORIZATION :

COST LIMIT : \$ 148.75

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 NOV 12 PM 12:30

ORDER DATE : November 11, 1998

ORDER TIME : 10:08 AM

ORDER NO. : 029153-060

100002685661--6

CUSTOMER NO: 4381472

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

DOMESTIC FILING

NAME: SPEEDWAY POINTE PARTNERS, LTD.

EFFECTIVE DATE: (4)

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED
98 NOV 12 AM 10:37
DIVISION OF CORPORATIONS

myk 11/12/98

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SPEEDWAY POINTE PARTNERS, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 12:30

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

1. The name of the Partnership shall be SPEEDWAY POINTE 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

A 9700000 2481

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 SPEEDWAY POINTE PARTNERS 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 10th day of November, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 3:30

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of SPEEDWAY POINTE 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 SPEEDWAY POINTE PARTNERS, 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 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: _____