

# A98000002535



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 029153 4381472

AUTHORIZATION

COST LIMIT : \$ 148.75

*Patricia P. Pugh*

ORDER DATE : November 11, 1998

ORDER TIME : 10:05 AM

000002685660--9

ORDER NO. : 029153-050

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: RACEWAY POINTE PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 12:36

RECEIVED  
98 NOV 12 AM 10:37  
DIVISION OF CORPORATIONS

*bx*  
*11/12/98*

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

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 12:36

1. The name of the Partnership shall be RACEWAY 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

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 9<sup>th</sup> 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 RACEWAY 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 10<sup>th</sup> day of November, 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 22 PM 12:36

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 12:36

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: \_\_\_\_\_