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MAILING ADDRESS
POST OFFICE BOX 2628
WILMINGTON, NORTH CAROLINA 28402

November 9, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002685701-0
-11/12/98-01056-005
*****87.50 *****87.50

RE: ZP NO. 80, Limited Partnership

Dear Sir:

Please find enclosed herewith an original and duplicate original Certificate of Limited Partnership of ZP NO. 80, Limited Partnership, as well as a check in the amount of \$87.50. I would greatly appreciate your filing these documents and thereafter returning a copy to me stamped with the date and time of filing.

Thank you very much for your assistance in this matter.

Sincerely yours,

ZIMMER AND ZIMMER, L.L.P.

Donna Dickens
Donna L. Dickens
Secretary to Herbert J. Zimmer

DLD

Enclosures

FILED
98 DEC -1 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 17, 1998

DONNA L. DICKENS
ZIMMER AND ZIMMER, L.L.P.
P.O. BOX 2628
WILMINGTON, NC 28402

SUBJECT: ZP NO. 80, LIMITED PARTNERSHIP
Ref. Number: W98000025826

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ZP NO. 80, LIMITED PARTNERSHIP and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 498A00055189

CERTIFICATE OF LIMITED PARTNERSHIP

1. ZP NO. 80, Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 111 Princess Street, Wilmington, North Carolina 28401
(Business address of Limited Partnership)
3. CT Corporation System
(Name of Registered Agent for Service of Process)
4. 1200 South Pine Island Road, Plantation, Florida 33324
(Florida street address for Registered Agent)
5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. Post Office Box 2628, Wilmington, North Carolina 28402
(Mailing address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2099
8. Name(s) of general partner(s): _____ Street address: _____
ZP NO. 80 MEMBER, INC. 111 Princess Street, Wilmington, NC 28401

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TALLAHASSEE, FLORIDA

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

ZP NO. 80 MEMBER, INC.

BY: Jeffrey D. Zimmer, President (SEAL)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of ZP NO. 80, Limited Partnership, a Florida limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$990.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990.00.

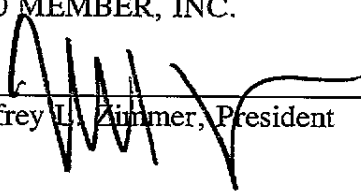
Signed this 30th day of October, 1998.

FURTHER AFFIANT SAYETH NOT:

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

ZP NO. 80 MEMBER, INC.

BY:  (SEAL)
Jeffrey L. Zimmer, President

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited partnership is: ZP NO. 80, LIMITED PARTNERSHIP

2. The name and address of the registered agent and office is:

Name: CT Corporation System

Street Address: 1200 South Pine Island Road

City/State/Zip: Plantation, Florida 33324

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SECRETARY OF STATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Signature)

**JENNIFER F AULTMAN
ASSISTANT SECRETARY**

(Date)

11-25-98