



THE UNITED STATES  
CORPORATION  
COMPANY

A99000000354

ACCOUNT NO. : 072100000032

REFERENCE : 158432 4381472

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 148.75

ORDER DATE : March 5, 1999

ORDER TIME : 11:31 AM

000002796080--6

ORDER NO. : 158432-005

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: LANDINGS OF SOUTHPORT, LTD.

EFFECTIVE DATE:

(4)

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: Angie Glisar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR -5 PM 3:22

RECEIVED  
99 MAR -5 PM 12:58  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

BK 3/5/99

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LANDINGS OF SOUTHPORT, LTD.**

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

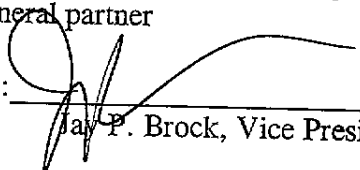
1. The name of the Partnership shall be LANDINGS OF SOUTHPORT, LTD. (the "Partnership").
2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. The name and address of the initial registered agent for service of process is B&C Corporate 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 X, LTD., a Florida limited partnership  
1551 Sandspur Road  
Maitland, Florida 32751      A9800000394
4. The initial mailing address of the limited partnership is Post Office Box 4961, Orlando, Florida 32802-4961.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2049.

This Certificate has been executed by the undersigned as of the 4th day of March, 1999.

**GENERAL PARTNER:**

**CED CAPITAL HOLDINGS X, LTD., a  
Florida limited partnership**

By: CED Capital Holdings X, 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 LANDINGS OF SOUTHPORT, 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: \_\_\_\_\_

**Randal M. Allgood**  
Vice President

Dated this 4th day of March, 1999.

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned being all of the general partners of LANDINGS OF SOUTHPORT 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 LANDINGS OF SOUTHPORT, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

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DIVISION OF CORPORATIONS  
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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 X, LTD.,** a  
Florida limited partnership

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


By: J.P. Brock  
Jay P. Brock, Vice President

Dated this 4th day of March, 1999.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4th day of March, 1999, by Jay P. Brock, as Vice President of CED Capital Holdings X, Inc., a Florida corporation, as managing general partner of CED Capital Holdings X, Ltd., a Florida limited partnership. 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)

  
(Typed name of Notary Public) Peggy A Baker  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_