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PHILIP TATICH  
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ATTORNEYS AND COUNSELLORS AT LAW  
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MAITLAND, FLORIDA 32794-7540

February 17, 1999

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SUITE 340  
MAITLAND, FLORIDA 32751

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

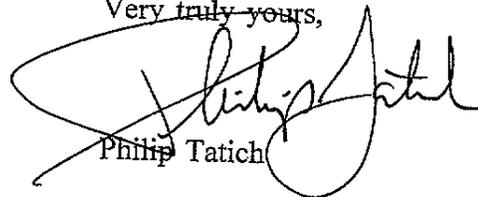
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Re: *Commerce Way, Ltd.*

Ladies/Gentlemen:

I am enclosing herewith the original *Certificate of Limited Partnership* to be filed on behalf of Commerce Way, Ltd. I am enclosing a check payable to the Florida Department of State in the amount of \$1,837.50 to cover the filing fee (\$1,750.00), designation of registered agent (\$35.00) and a certified copy (\$52.50).

Very truly yours,

  
Philip Tatich

PT:at

Enclosures

cc: Commerce Way, Ltd.

Name	
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

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DIVISION OF CORPORATIONS

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
COMMERCE WAY, LTD.**

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The undersigned hereby make, acknowledge and file with the Secretary of State of the State of Florida, this *Certificate of Limited Partnership of Commerce Way, Ltd.* for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP - The name of the Partnership shall be **COMMERCE WAY, LTD.**

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS - The principal place of business of the Partnership shall be located at 125 South Swoope Avenue, Suite 103, Maitland, Florida 32751, or such other place or places as the General Partners shall from time to time determine.

3. NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS

**PHILIP TATICH**  
341 North Maitland Avenue, Suite 340  
Maitland, Florida 32751

4. NAMES AND ADDRESSES OF THE GENERAL PARTNERS

L28451  
**SDP INVESTMENTS, INC.**  
125 South Swoope Avenue, Suite 103  
Maitland, Florida 32751

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

L79712

**SOS REALTY CORP.**

125 South Swoope Avenue, Suite 103  
Maitland, Florida 32751

P99000015601  
**RED BAY PARTNERS, INC.**

117 Red Bay Drive  
Longwood, Florida 32779

5. **MAILING ADDRESS OF THE PARTNERSHIP**

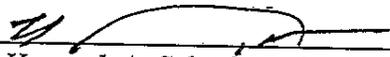
125 South Swoope Avenue, Suite 103  
Maitland, Florida 32751

6. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events:

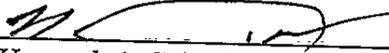
- (a) the determination by the General Partners, with the written concurrence of Limited Partners holding fifty-one percent (51%) of the Percentage Interests of all Limited Partners;
- (b) the bankruptcy, withdrawal or removal of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in Section 8.1 of the Partnership Agreement;
- (c) the disposition of all or substantially all of the Partnership assets; and
- (d) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement).

**DATED** as of the 17th day of February, 1999.

**SDP INVESTMENTS, INC.**

By:   
Howard A. Schieferdecker, as President

**SOS REALTY CORP.**

By:   
Howard A. Schieferdecker, as Vice  
President

**RED BAY PARTNERS, INC.**

By:   
William Morse, as Senior Executive Vice  
President

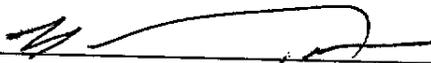
**AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, the undersigned, after first being duly sworn, depose and say that the total capital contributions of the Limited Partners of **COMMERCE WAY, LTD.** shall be \$288,000.00.

No Limited Partner shall at any time be required to make any capital contributions to the Partnership in excess of the pro rata share of the aforesaid aggregate contributions of \$288,000.00 attributable to the interest of such Limited Partners.

**SWORN AND SUBSCRIBED** this 17th day of February, 1999.

**SDP INVESTMENTS, INC.**

By:   
Howard A. Schieferdecker, as President

**SOS REALTY CORP.**

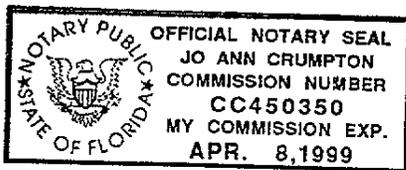
By: [Signature]  
Howard A. Schieferdecker, as Vice President

**RED BAY PARTNERS, INC.**

By: [Signature]  
William Morse, as Senior Executive Vice  
President

**STATE OF FLORIDA  
COUNTY OF ORANGE**

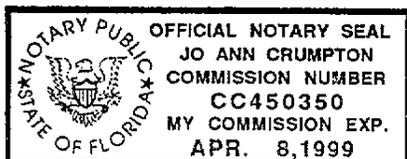
The foregoing *Certificate of Limited Partnership of Commerce Way, Ltd.* was acknowledged before me this 25<sup>th</sup> day of February, 1999, by **HOWARD A. SCHIEFERDECKER**, as President of **SDP INVESTMENTS, INC.**, a Florida corporation, as General Partner, who is personally known to me.



[Signature]  
NOTARY PUBLIC, State of Florida

**STATE OF FLORIDA  
COUNTY OF ORANGE**

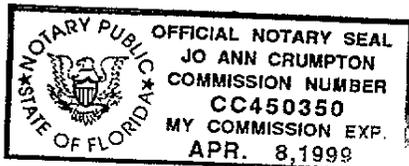
The foregoing *Certificate of Limited Partnership of Commerce Way, Ltd.* was acknowledged before me this 25<sup>th</sup> day of February, 1998, by **HOWARD A. SCHIEFERDECKER**, as Vice President of **SOS REALTY CORP.**, a Florida corporation, as General Partner, who is personally known to me.



[Signature]  
NOTARY PUBLIC, State of Florida

**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing *Certificate of Limited Partnership of Commerce Way, Ltd.* was acknowledged before me this 25<sup>th</sup> day of February, 1998, by **WILLIAM MORSE**, as Senior Executive Vice President of **RED BAY PARTNERS, INC.**, a Florida corporation, as General Partner, who is personally known to me.

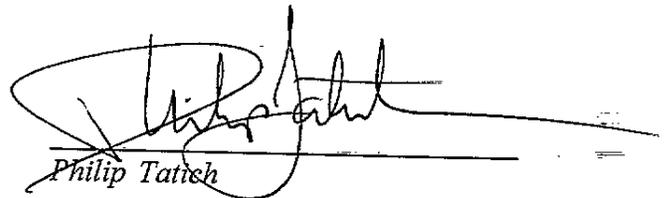


  
NOTARY PUBLIC, State of Florida

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts his designation as Registered Agent for **COMMERCE WAY, LTD.** and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act.

**DATED** as of the 17th day of February, 1999.

  
Philip Tatch