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PHILIP TATICH
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW
POST OFFICE DRAWER 7540
MAITLAND, FLORIDA 32794-7540

February 17, 1999

TELEPHONE (407) 629-4433
FACSIMILE (407) 629-4455

341 N. MAITLAND AVENUE
SUITE 340
MAITLAND, FLORIDA 32751

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

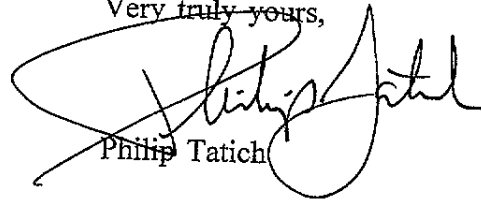
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Re: *Commerce Way, Ltd.*

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

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

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

91155-4 PM 3:56
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**

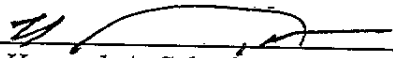
125 South Swoope Avenue, Suite 103
Maitland, Florida 32751

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

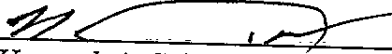
- (a) the determination by the General Partners, with the written concurrence of Limited Partners holding fifty-one percent (51%) of the Percentage Interests of all Limited Partners;
- (b) the bankruptcy, withdrawal or removal of the last remaining General Partner and failure by the Limited Partners 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.

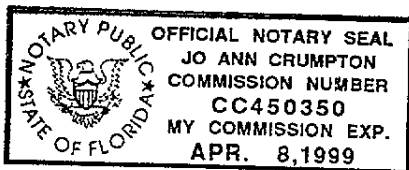
By: [Signature]
Howard A. Schieferdecker, as Vice President

RED BAY PARTNERS, INC.

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

**STATE OF FLORIDA
COUNTY OF ORANGE**

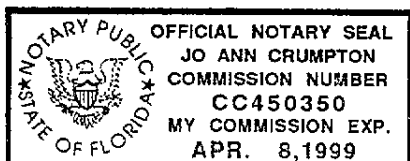
The foregoing *Certificate of Limited Partnership of Commerce Way, Ltd.* was acknowledged before me this 25th day of February, 1999, by **HOWARD A. SCHIEFERDECKER**, as President of **SDP INVESTMENTS, INC.**, a Florida corporation, as General Partner, who is personally known to me.



[Signature]
NOTARY PUBLIC, State of Florida

**STATE OF FLORIDA
COUNTY OF ORANGE**

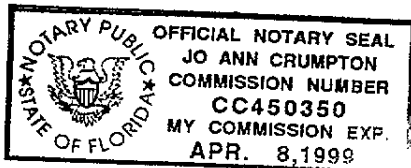
The foregoing *Certificate of Limited Partnership of Commerce Way, Ltd.* was acknowledged before me this 25th day of February, 1998, by **HOWARD A. SCHIEFERDECKER**, as Vice President of **SOS REALTY CORP.**, a Florida corporation, as General Partner, who is personally known to me.




[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 25th 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.

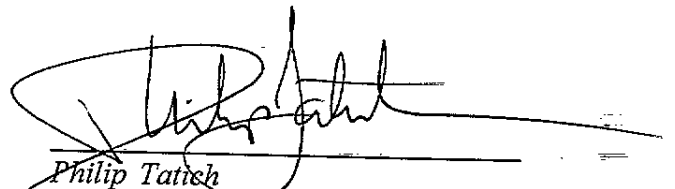



NOTARY PUBLIC, State of Florida

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