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RINKE-NOONAN
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March 15, 1999

Direct Dial #(320) 656-3575
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 19 AM 8:37

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Our File No. 1055.005

Dear Sirs:

Enclosed please find:

CM

1. Executed Certificate of Limited Partnership for Central Florida EC Limited Partnership.
2. Affidavit of capital contributions for Florida Limited Partnership.
3. Minimum filing fee of \$52.50 plus \$35.00 for a registration of an agent for a total filing fee of \$87.50.
4. Postage prepaid self-addressed return envelope.

If you have any questions or comments, please contact me as soon as possible.

Very truly yours,

RINKE-NOONAN

By

John J. Babcock

JJB/cg

Enclosures

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-03/19/99-01086-007
*****87.50 *****87.50

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RINKE, NOONAN, GROTE, SMOLEY, DETER, COLOMBO, WIANT, VON KORFF, DEGIOVANNI & HOBBS, LTD.

D. Michael Noonan
Gerald R. Grote
William A. Smoley¹
Kurt A. Deter

Barrett L. Colombo¹
James L. Wiant
Gerald W. Von Korff
James Degioanni


Sharon G. Hobbs
David J. Meyers^{1,2,3}
John J. Meuers
Roger C. Justin⁴

John J. Babcock
Jill A. Pinkert
Igor S. Lenzner³
Gary R. Leistico⁵

Michael J. Lieberg
John C. Kolb
Michael J.B. Schaff
Lyssa S. Supinski
Orrin V. Rinke, Of Counsel

1. Qualified neutral under Rule 114. 2. A Real Property Law Specialist certified by the Minnesota State Bar Association. 3. Admitted to practice law in Wisconsin.
4. Admitted to practice law in North Dakota. 5. Admitted to practice law in South Dakota.

CERTIFICATE OF LIMITED PARTNERSHIP

1. Central Florida EC Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 400 Lakeview Road, Winter Garden, Florida 34787
(Business address of Limited Partnership)
3. James Schmitz
(Name of Registered Agent for Service of Process)
4. 400 Lakeview Road, Winter Garden, Florida 34787
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1257 Second Street North, Ste. 201, Sauk Rapids, MN 56379
(Mailing Address of the Limited Partnership)

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7. The latest date upon which the Limited Partnership is to be dissolved is: 2040

8. Name(s) of general partner(s):

Street address:

James Development Firm -
Florida, Inc.

400 Lakeview Road
Winter Garden, Florida 34787

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.

Signed this 15th day of March, 19 99.

Signature of all general partners:

General Partner

General Partner


General Partner

General Partner

General Partner

James Development Firm -
Florida, Inc.

General Partner

By 
Ralph Schmitz, President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Central Florida EC
Limited Partnership

a Florida Limited Partnership, certify:

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

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 5,000.00

Signed this 15 day of March, 19 99

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

General Partner

General Partner

General Partner

General Partner

James Development Firm -
Florida, Inc.

General Partner

By 
Ralph Schmitz, President