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FLORIDA LIMITED PARTNERSHIP

CBC Development Limited Partnership

Certificate of Status	0
Certified Copy	1
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**AFFIDAVIT AND CERTIFICATE
OF LIMITED PARTNERSHIP OF
CBC DEVELOPMENT LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, hereby certify and declare as follows:

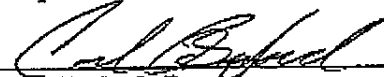
1. The name of the partnership is "CBC Development Limited Partnership", a Florida limited partnership (the "Partnership").
2. The principal office and mailing address of the Partnership is 613 Cricklewood Terrace, Heathrow, Florida 32746.
3. The name and street address of the agent for service of process is F & L Corp., The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240.
4. The name and mailing address of the general partner is:

904-34650 CBC Family Visions, Inc.
613 Cricklewood Terrace
Heathrow, Florida 32746
5. The latest date upon which the Partnership is to dissolve and liquidate is December 31, 2049.
6. The total present and anticipated contribution to the capital of the partnership made by the limited partners is \$1,000.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Affidavit and Certificate of Limited Partnership on the 14th day of April, 1999.

SIGNATURE OF GENERAL PARTNER

CBC FAMILY VISIONS, INC., a Florida
corporation



Carl Buford, President

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Prepared by: J. Andrew Hagan, Esq.
Foley & Lardner
111 North Orange Avenue, Ste 1800
Orlando, FL 32801
Phone: 407/423-7656
Florida Bar No.: 0973343

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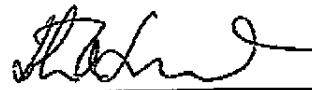
ACCEPTANCE OF APPOINTMENT

The undersigned acknowledges and accepts his appointment as registered agent of CBC Development Limited Partnership, a Florida limited partnership (the "Partnership"), and agrees to act in that capacity and to comply with the provisions of the Florida Limited Partnership Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 620 of the Florida Statutes.

Dated this 14th day of April, 1999.

REGISTERED AGENT:

F & L CORP.
A Wisconsin Corporation

By: 
John A. Sanders,
As Agent and Authorized Signator

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

The undersigned constituting all of the general partners of **CBC DEVELOPMENT LIMITED PARTNERSHIP**, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.

Signed this 14th day of April, 1999.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

CBC FAMILY VISIONS, INC., a Florida
corporation


Carl Buford, President of CBC Family
Visions, Inc.

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