



THE UNITED STATES
CORPORATION
COMPANY

A99000000633

ACCOUNT NO. : 072100000032

REFERENCE : 209632 4381472

AUTHORIZATION : *Patricia Pizute*

COST LIMIT : \$ 157.50

ORDER DATE : April 19, 1999

ORDER TIME : 11:45 AM

500002843705--6

ORDER NO. : 209632-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

REC-11
99 APR 19 PM 12:11
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: MILL LANDING LIMITED
PARTNERSHIP

bx

EFFECTIVE DATE:

4/19/99

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (1)

XX CERTIFICATES OF GOOD STANDING (2)

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

bx

4/19/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 19 PM 1:10

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MILL LANDING LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 19 PM 1:10

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of MILL LANDING LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be MILL LANDING LIMITED PARTNERSHIP (the "Partnership").

2. The address of the initial office where records shall be kept shall be 600 Cleveland Street, Suite 990, Clearwater, Florida 33755. 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:

MILL LANDING GENERAL CORP., a Florida corporation
600 Cleveland Street, Suite 990
Clearwater, Florida 33755

899000033236

4. The initial mailing address of the limited partnership is 600 Cleveland Street, Suite 990, Clearwater, Florida 33755.

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 15TH day of APRIL, 1999.

GENERAL PARTNER:

MILL LANDING GENERAL CORP.,
a Florida corporation

By: _____

Robert C. Laird

Robert C. Laird, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MILL LANDING LIMITED PARTNERSHIP, 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. Alligood, Vice President

Dated this 16th day of April, 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 10 PM 1:10

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of MILL LANDING LIMITED PARTNERSHIP, and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of MILL LANDING LIMITED PARTNERSHIP, with the Florida Department of State, as required by Section 620.108, Florida Statutes:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 18 PM 1:10

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:

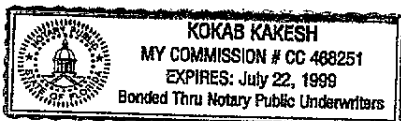
MILL LANDING GENERAL CORP.,
a Florida corporation

By: Robert C. Laird
Robert C. Laird, President

Dated this 15th day of APRIL, 1999.

STATE OF FLORIDA
COUNTY OF PINELAS

The foregoing instrument was acknowledged before me this 15th day of APRIL, 1999, by Robert C. Laird, as President of Mill Landing General Corp., a Florida corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.



Kokab C. Kakesh
(Signature of Notary Public)

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires: _____