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From: Account Name : BROAD AND CASSEL (ORLANDO)  
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**FLORIDA LIMITED PARTNERSHIP**

**THE RETREAT AT ABACOA PARTNERS, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	03
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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE RETREAT AT ABACOA PARTNERS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of THE RETREAT AT ABACOA PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be THE RETREAT AT ABACOA PARTNERS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. 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:  
*pg 5-6251*  
 THE RETREAT AT ABACOA G.P., INC., a Florida corporation  
 1551 Sandspur Road  
 Maitland, Florida 32751

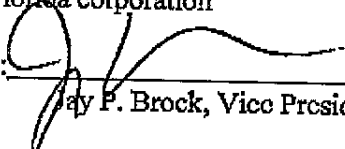
4. The initial mailing address of the limited partnership is 1551 Sandspur Road Maitland, Florida 32751.

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 3<sup>rd</sup> day of June, 1999.

**GENERAL PARTNER**

**THE RETREAT AT ABACOA G.P., INC.,**  
a Florida corporation

By:   
 Jay P. Brock, Vice President

Attorney Name: Randal M. Alligood, P.A.  
 Broad and Cassel - Attorneys at Law  
 390 North Orange Avenue, Suite 1100  
 Orlando, Florida 32801  
 Telephone (407) 839-4200  
 Florida Bar No.: 459445

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**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for THE RETREAT AT ABACOA PARTNERS, LTD., 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. Allgood**  
Vice President

Dated this 3<sup>rd</sup> day of June, 1999.

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### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of THE RETREAT AT ABACOA PARTNERS, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of THE RETREAT AT ABACOA PARTNERS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

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

THE RETREAT AT ABACOA G.P., INC.,  
 a Florida corporation

By: 

Jay P. Brock, Vice President

Dated this 3<sup>rd</sup> day of June, 1999.

STATE OF FLORIDA  
 COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of June, 1999, by Jay P. Brock, as Vice President of CED Capital Holdings XII, Inc., a Florida corporation, and as Vice President of CED Construction Services, Inc. He is personally known to me or has produced \_\_\_\_\_ as identification and who did/did not take an oath.

  
 (Signature of Notary Public)



Peggy A. Baker  
 My Commission CC603976  
 Expires November 25, 2000

\_\_\_\_\_  
 (Typed name of Notary Public)  
 Notary Public, State of Florida  
 Commission No. \_\_\_\_\_  
 My commission expires: \_\_\_\_\_