

Division of Corporations

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Florida Department of State
 Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

Central Florida Resort, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
CENTRAL FLORIDA RESORT, LTD.

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.186 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Central Florida Resort, Ltd.
2. The address of the office of the Partnership as referred to in Section 620.108, Florida Statutes, is 7600 International Drive, Orlando, Florida 32819.
3. The name of the agent for service of process on the Partnership shall be Harris Rosen, 7600 International Drive, Orlando, Florida 32819.
4. The name and business address of the General Partner are:
L70108
Rosen Hotel, Inc.
7600 International Drive
Orlando, Florida 32819
5. The mailing address for the Partnership is 7600 International Drive, Orlando, Florida 32819.
6. The latest date upon which the Partnership shall dissolve is December 31, 2100.
7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

Prepared by:

Alan H. Daniels, Esq.
Dean, Mead, Egerton, Bloodworth,
Capouano & Bozarth, P.A.
800 N. Magnolia Ave., Suite 1500
Orlando, Florida 32803
Telephone: (407) 428-5103
Florida Bar No.: 0337226

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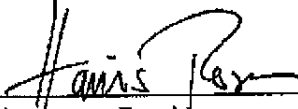
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This Certificate of Limited Partnership was executed by the General Partner this 13th day of July, 1999.

GENERAL PARTNER:

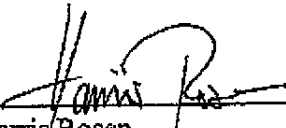
ROSEN HOTEL, INC., a Florida corporation

By: 
Harris Rosen, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

REGISTERED AGENT:


Harris Rosen

Date: July 13, 1999

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STATE OF FLORIDA

COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared HARRIS ROSEN, President of ROSEN HOTEL, INC., the sole general partner of CENTRAL FLORIDA RESORT, LTD., a Florida limited partnership (the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$100.00.

2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$ -0-.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

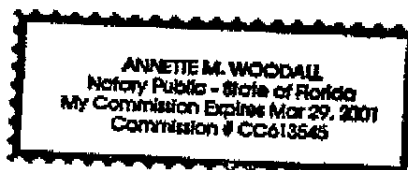
ROSEN HOTEL, INC.

Date: July 13, 1999

By: Harris Rosen
Harris Rosen, President

Sworn to and subscribed before me this 13 day of July, 1999, by HARRIS ROSEN, President of ROSEN HOTEL, INC., as General Partner on behalf of CENTRAL FLORIDA RESORT, LTD., a Florida limited partnership. He (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____.

Annette Woodall
Print Name: Annette Woodall
Notary Public - State of Florida
Commission No.: CC613545
My Commission Expires: March 29, 2001



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