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

Sabal Palm Harbor Partners, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

\* The general partner of this entity is also being filed electronically today.

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SABAL PALM HARBOR PARTNERS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting all of the general partners of SABAL PALM HARBOR PARTNERS, LTD. (the "Partnership"), hereby submit the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be SABAL PALM HARBOR 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:

CED CAPITAL HOLDINGS XIV E, L.L.C., a Florida limited liability company  
1551 Sandspur Road  
Maitland, Florida 32751

*L 99-6091*

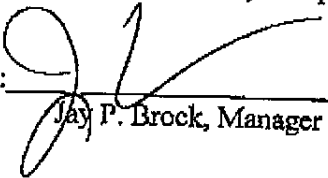
4. The initial mailing address of the limited partnership is 1551 Sandspur Road, Maitland, Florida 32751.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2049.

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SEP 27 1999  
11:18 AM  
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This Certificate has been executed by the undersigned as of the 27<sup>th</sup> day of September, 1999.

**GENERAL PARTNER:**  
**CED CAPITAL HOLDINGS XIV E, L.L.C.,**  
a Florida limited liability company

By:   
Jay P. Brock, Manager

Attorney Name: Randal M. Allgood, P.A.  
Broad and Cassel - Attorneys at Law  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801  
Telephone (407) 830-4200  
Florida Bar No.: 459445

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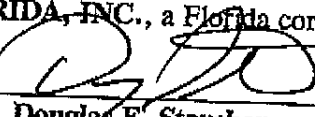
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**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for SABAL PALM HARBOR 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: \_\_\_\_\_



**Douglas E. Starcher**  
Vice President

Dated this 27<sup>th</sup> day of September, 1999.

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99 SEP 27 AM 8:37

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned being the sole general partner of SABAL PALM HARBOR PARTNERS, LTD. and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of SABAL PALM HARBOR 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:**  
**CED CAPITAL HOLDINGS XIV E, L.L.C.,**  
a Florida limited liability company

By: Jay P. Brock  
Jay P. Brock, Manager

Dated this 27<sup>th</sup> day of September, 1999.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of September, 1999, by Jay P. Brock, as Manager of CED Capital Holdings XIV E, L.L.C., a Florida limited liability company, as general partner of Sabal Palm Harbor Partners, Ltd. He is personally known to me or has produced \_\_\_\_\_ as identification and who did/did not take an oath.

Peggy A. Baker  
(Signature of Notary Public)

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



Peggy A Baker  
My Commission CC603976  
Expires November 26, 2000

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