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FLORIDA LIMITED PARTNERSHIP

Millenia Cove Partners, Ltd.

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

* Articles of organization for LLC General partner
also electronically filed today - 9/27/99

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MILLENIA COVE PARTNERS, LTD.**

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

1. The name of the Partnership shall be MILLENIA COVE 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 A, L.L.C., a Florida limited liability company
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 27th day of September, 1999.

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

By: 

Jay P. Brock, Manager

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

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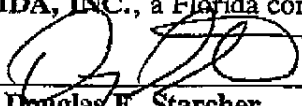
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MILLENIA COVE 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 27th day of September, 1999.

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Florida Dept. of State Electronic Filing
Facsimile Audit No. H99000241791**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned being the sole general partner of MILLENIA COVE 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 MILLENIA COVE 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 hercof 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 A, L.L.C.,
a Florida limited liability company

By: _____

Jay P. Brock, Manager

Dated this 27th day of September, 1999.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of September, 1999, by Jay P. Brock, as Manager of CED Capital Holdings XIV A, L.L.C., a Florida limited liability company, as general partner of MILLENIA COVE 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)



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: _____