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To: Division of Corporations
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From: Account Name : BROAD AND CASSEL (ORLANDO)
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FLORIDA LIMITED PARTNERSHIP

Royal Palm Cove Partners, Ltd.

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

The general partner of this LP is also being formed today electronically

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROYAL PALM COVE PARTNERS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting all of the general partners of ROYAL PALM 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 ROYAL PALM 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 D, 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 D, L.L.C.,
a Florida limited liability company

By: _____

Jay P. Brock, Manager

Attorney Name: Barbara M. Allgood, 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 ROYAL PALM 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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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of ROYAL PALM 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 ROYAL PALM 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 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 D, 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 D, L.L.C., a Florida limited liability company, as general partner of Royal Palm 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 CC803976
Expires November 25, 2000

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

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