

**CORPORATE
ACCESS,
INC.**

A99000001674

36 East 5th Avenue • Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 • Fax (850) 222-1666

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CORPORATE
ACCESS, INC.

1.) O'Brian Properties, Ltd.
(CORPORATE NAME & DOCUMENT #)

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***1785.00 ***1785.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

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DIVISION OF CLERK OF SUPERIOR COURT
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
O'BRIAN PROPERTIES, LTD.**

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DIVISION OF CORPORATIONS
99 OCT 13 AM 11:54

THE UNDERSIGNED, desiring to form the Limited Partnership of O'BRIAN PROPERTIES, LTD. (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopts, files, swears to and certifies this Certificate:

1. Name. The name of the Partnership is O'BRIAN PROPERTIES, LTD. (the "Partnership").

2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at and its mailing address is 6173 Linneal Beach Drive, Apopka, Florida 32703.

3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be William R. Lowman, Jr., 315 E. Robinson Street, Suite 600, Orlando, Florida 32801.

4. Name and Business Address of the General Partners. The names and business address of the General Partners are as follows:

Donald G. O'Brian
Elaine O'Brian
6173 Linneal Beach Drive
Apopka, Florida 32703

5. Term of the Partnership. The Partnership shall continue in existence until 11:59 P.M. on December 31, 2098, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.

6. Real Property. 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's name by the General Partner.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the parties hereby have sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this 12 day of October, 1999.

"General Partners"


DONALD G. O'BRIAN


ELAINE O'BRIAN

STATE OF CALIFORNIA
CLERK OF SUPERIOR COURT
99 00 11 54 AM
CORPORATIONS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

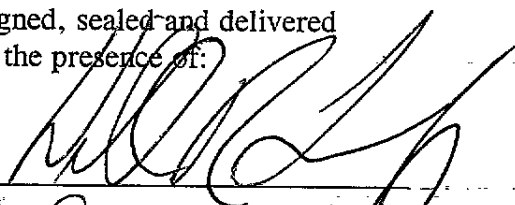
BEFORE ME, the undersigned, personally appeared Donald G. O'Brian and Elaine O'Brian, as General Partners of O'BRIAN PROPERTIES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

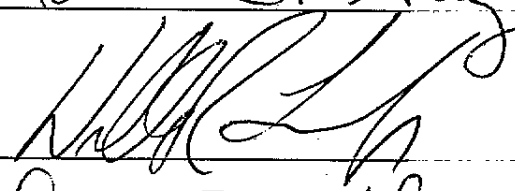
1. At this time, no capital has yet been contributed to the Partnership by the limited partners.
2. It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners will not exceed Six Million Dollars (\$6,000,000.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Signed, sealed and delivered
in the presence of:




Lorraine P. Hay


Lorraine P. Hay



DONALD G. O'BRIAN



ELAINE O'BRIAN

STATE OF FLORIDA

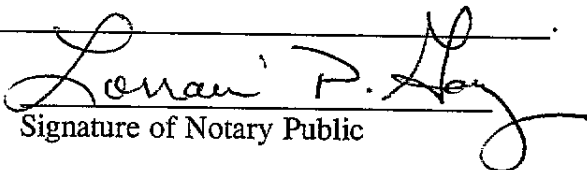
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99 OCT 13 AM 11:54

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this 12th day of October, 1999, by Donald G. O'Brian, General Partner of O'BRIAN PROPERTIES, LTD.

☒ Personally Known OR _____ Produced Identification;
Type of Identification Produced: _____

NOTARY PUBLIC - STATE OF FLORIDA
LORRAINE P. GARY
COMMISSION # CC815699
EXPIRES 6/19/2003
BONDED THRU ASA 1-888-NOTARY1


Signature of Notary Public

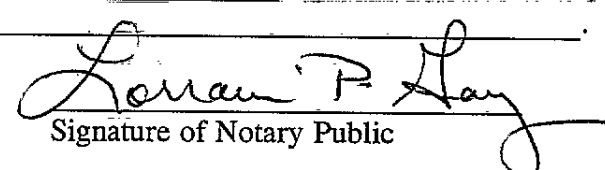
Name of Notary Public

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this 12th day of October, 1999, by Elaine O'Brian, General Partner of O'BRIAN PROPERTIES, LTD.

☒ Personally Known OR _____ Produced Identification;
Type of Identification Produced: _____

NOTARY PUBLIC - STATE OF FLORIDA
LORRAINE P. GARY
COMMISSION # CC815699
EXPIRES 6/19/2003
BONDED THRU ASA 1-888-NOTARY1


Signature of Notary Public

Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

STATE OF FLORIDA
DIVISION OF CORPORATIONS
99 OCT 13 AM 11:54

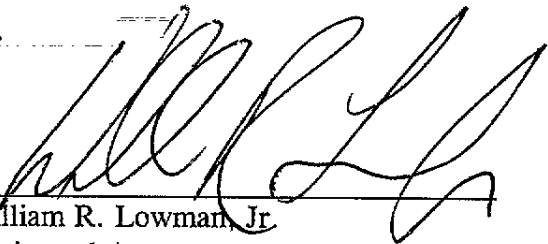
In compliance with Section 620.192, Florida Statutes, the following is submitted:

O'BRIAN PROPERTIES, LTD., a limited partnership formed pursuant to the laws of the State of Florida with its registered office at 315 E. Robinson Street, Suite 600, Orlando, Florida 32801, has named and designated William R. Lowman, Jr., as its Registered Agent to accept service of process within the State of Florida at said address.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 12th day of October, 1999.



William R. Lowman, Jr.
Registered Agent