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MAILING ADDRESS
POST OFFICE BOX 2628
WILMINGTON, NORTH CAROLINA 28402

October 22, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

7000003024757--4
-10/26/99--01013--010
*****87.50 *****87.50

RE: ZP NO. 105, Limited Partnership

Dear Sir:

Please find enclosed herewith an original and duplicate original Certificate of Limited Partnership of ZP NO. 105, Limited Partnership, as well as a check in the amount of \$87.50. I would greatly appreciate your filing these documents and thereafter returning one copy to me stamped with the date and time of filing, as well as a receipt for the same at your earliest opportunity.

Thank you very much for your assistance in this matter.

Sincerely yours,

ZIMMER AND ZIMMER, L.L.P.

Donna Dickens

Donna L. Dickens
Secretary to Herbert J. Zimmer

DLD
Enclosures

FILED
99 OCT 26 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BB 10-28-99

CERTIFICATE OF LIMITED PARTNERSHIP

1. ZP NO. 105, Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 111 Princess Street, Wilmington, North Carolina 28401
(Business address of Limited Partnership)
3. CT Corporation System
(Name of Registered Agent for Service of Process)
4. 1200 South Pine Island Road, Plantation, Florida 33324
(Florida street address for Registered Agent)
JENNIFER F FAULTMAN
ASSISTANT SECRETARY
5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. Post Office Box 2628, Wilmington, North Carolina 28402
(Mailing address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2099
8. Name(s) of general partner(s): _____ Street address: _____
ZP NO. 105 MEMBER, INC. 111 Princess Street, Wilmington, NC 28401

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

ZP NO. 105 MEMBER, INC.

BY:

Jeffrey L. Zimmer, President

(SEAL)

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of ZP NO. 105, Limited Partnership, a Florida limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$990.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990.00.

Signed this 14th day of October, 1999.

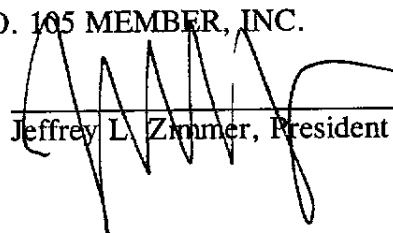
FURTHER AFFIANT SAYETH NOT:

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

ZP NO. 105 MEMBER, INC.

BY:


Jeffrey L. Zimmer, President

(SEAL)

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