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Florida Department of State
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FLORIDA LIMITED PARTNERSHIP

CLUB AT MAIN STREET PARTNERS, LTD.

A99-1947

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CLUB AT MAIN STREET PARTNERS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of CLUB AT MAIN STREET PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be CLUB AT MAIN STREET 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 IV B, INC., a Florida corporation
1551 Sandspur Road
Maitland, Florida 32751

094-51828

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 23rd day of November, 1999.

GENERAL PARTNER

**CED CAPITAL HOLDINGS IV B, INC., a
Florida corporation**

By: _____

Jay R. Brock, Vice President

Attorney Name: Randal M. Alligood, P.A.
Broad and Cassel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 833-4200
Florida Bar No.: 459445

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for CLUB AT MAIN STREET 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 and accepts its statutory obligations as such, including those obligations contained in §620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.,** a Florida corporation

By: 
Janice C. Myers, Vice President

Dated this 23rd day of November, 1999.

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Facsimile Audit No. 4990000299012**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned being all of the general partners of CLUB AT MAIN STREET PARTNERS, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of CLUB AT MAIN STREET 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 IV B, INC.
Florida corporation

By: [Signature]
Jay P. Brock, Vice President

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Dated this _____ day of November, 1999.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of November, 1999, by Jay P. Brock, as Vice President of CED Capital Holdings IV B, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

[Signature]
(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 25, 2000

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