

A99000001956



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 491316 4381472

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 148.75

ORDER DATE : November 23, 1999

ORDER TIME : 3:22 PM

ORDER NO. : 491316-015

100003053451--4

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: CAMDEN COVE PARTNERS, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

BJT

11/23/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 23 AM 8:50

RECEIVED
99 NOV 23 PM 4:42
CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 23 AM 8:50

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

1. The name of the Partnership shall be CAMDEN COVE PARTNERS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 2700 Wycliff Road, Suite 312, Raleigh, North Carolina 27607.

3. The name and address of the initial registered agent for service of process is Corporation Service Company, 1201 Hayes Street, Tallahassee, Florida 32301.

4. The name and initial business address of the General Partner is:

REGENCY INVESTMENT ASSOCIATES, INC., a North Carolina corporation,
qualified to transact business in the State of Florida (Doc #F98000001282)
2700 Wycliff Road, Suite 312
Raleigh, North Carolina 27607

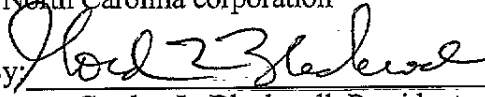
4. The initial mailing address of the limited partnership is 2700 Wycliff Road, Suite 312, Raleigh, North Carolina 27607.

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 19th day of November, 1999.

GENERAL PARTNER

REGENCY INVESTMENT ASSOCIATES, INC.,
a North Carolina corporation

By: 
Gordon L. Blackwell, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 23 AM 8:50

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
Name: Deborah D. Skipper
Title: as its agent

Dated this 23 day of November, 1999.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of CAMDEN COVE 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 CAMDEN 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

REGENCY INVESTMENT ASSOCIATES, INC.,
a North Carolina corporation

By: Gordon L. Blackwell
Gordon L. Blackwell, President

Dated this 19 day of November, 1999.

STATE OF NORTH CAROLINA
COUNTY OF Wake

The foregoing instrument was acknowledged before me this 19th day of November, 1999, by Gordon L. Blackwell, as President of Regency Investment Associates, Inc., a North Carolina corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Suzanne H. Webb
(Signature of Notary Public)

Suzanne H. Webb
(Typed name of Notary Public)

Notary Public, State of North Carolina

Commission No. _____

My commission expires: 12-7-2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 23 AM 8:50