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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 425-8377

FLORIDA LIMITED PARTNERSHIP

HIGHLAND CLUB PARTNERS, LTD.

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| Certificate of Status | 1 |
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| Estimated Charge | \$148.75 |

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HIGHLAND CLUB PARTNERS, LTD.**

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

1. The name of the Partnership shall be HIGHLAND CLUB PARTNERS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 100 South Orange Avenue, 7th Floor, Orlando, Florida 32801. 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:

ONIC HIGHLAND CLUB, INC., a Florida corporation,
100 South Orange Avenue, 7th Floor
Orlando, Florida 32801

99-103458

4. The initial mailing address of the limited partnership is 100 South Orange Avenue, 7th Floor, Orlando, Florida 32801.

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 29th day of November, 1999.

GENERAL PARTNER

ONIC HIGHLAND CLUB, INC.,
a Florida corporation

By: Robert L. Mellen, III
Robert L. Mellen, III, Vice President

FILED
NOV 29 PM 5:00
60 NOV 29 PM 5:00

Attorney Name: Randal M. Alligood, 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

NOV-29-99 MON 04:00 PM

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for HIGHLAND CLUB 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
Janice C. Myers, Vice President

Dated this 29th day of November, 1999.

FILED

NOV 29 PM 5:00

SECRETARY OF STATE

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of HIGHLAND CLUB 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 HIGHLAND CLUB 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

ONIC HIGHLAND CLUB, INC.
a Florida corporation

By: Robert L. Mellen, III

Robert L. Mellen, III, Vice President

Dated this 29th day of November, 1999.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of November, 1999, by Robert L. Mellen, III, as Vice President of ONIC Highland Club, Inc., a Florida corporation. He is personally known to me or has produced N/A as identification and who did/did not take an oath.

Mary Faith Pinson
(Signature of Notary Public)

MARY FAITH PINSON

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. CC 632570

My commission expires: 5/3/2001



Mary Faith Pinson
My Commission CC632570
Expires May 3, 2001

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