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FLORIDA DIVISION OF CORPORATIONS
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FROM: HOLLAND & KNIGHT

DEPARTMENT OF STATE

200 S ORANGE AVE

STATE OF FLORIDA

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ORLANDO FL 32801-000002-0000

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DOCUMENT TYPE: FOREIGN LIMITED PARTNERSHIP

NAME: SPI FLORIDA ASSOCIATES, INC.

FAX AUDIT NUMBER: H96000004157

CURRENT STATUS: REQUESTED

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501 MAR 22 AM 11:15

ED: MI 03/22/96

FOR THE DEPARTMENT OF STATE, WASHINGTON, D.C., DECEMBER 11, 1954

1. GPI Associates, L.P.
(Name of limited partnership as it is in the home state:)

3. Georgia 4. 2/21/94
(State of Formation) (Date of Formation)

5. William J. Spittler
(Name of Registered Agent for Service of Process)

6. c/o Scofield Properties 9025 Boggy Creek Road, Unit 4
(Street Address of Registered Office)

Orlando , Florida 32824
(City) (Zip Code)

(Agent must sign on this line)

8. Ten North Parkway Square, 4200 Northside Parkway, N.W., Atlanta, Georgia 30327
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

SPECIFIC ADDRESS

Ten North Parkway Square
4200 Northside Parkway, N.W.
Atlanta, Georgia 30327

10. 9025 Boggy Creek Road, Unit 4, Orlando, Florida 32024
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. Ten North Parkway Square, 4200 Northside Parkway, N.W., Atlanta, Georgia 30327
(Mailing Address of Limited Partnership)

This instrument prepared by John R. Dierking, Florida Bar No. 933619
Holland & Knight P.O. Box 1526 Orlando, Florida 32802 407 / 425.8500
H96000004157

FROM HOLLAND & KNIGHT ORLANDO 407-244-5288 (FBI) 3.22.96 12:21/ST.12:18/NO.3760116363 F 6

H96000004157

This 13th day of March, 19 96.

Secfrio Properties, Inc.

By: Robert Shugart

General Partner

Title: EXECUTIVE VICE PRESIDENT

STATE OF

COUNTY OF

THE FOREGOING Instrument was acknowledged and sworn to before me this 13th day of March, 19 96, by _____ (Name of General Partner) of

(Name of Limited Partnership), A _____ (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Gail B. Raybould
Notary Public

State of FLORIDA at Large

(SEAL)

My Commission Expires:



Gail B. Raybould
MY COMMISSION / COMMISSION EXPIRES
October 11, 1998
NOTARY PUBLIC STATE OF FLORIDA, INC.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared ROBERT S. RAKUSIN, a general partner of SPI FLORIDA ASSOCIATES LTD., a (an) FLORIDA limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 7,500.00.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 7,500.00.

This 13TH day of MARCH, 1996

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner

Seefried Properties, Inc.

By: Robert S. Rakusin

Title: EXECUTIVE VICE PRESIDENT

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STATE OF FLORIDA
COUNTY OF ORANGE
DATE 3/13/96

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared ROBERT S. RAKUSIN (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13TH day of MARCH, 1996.

Paul B. Raybould
Notary Public

Seal

State of FLORIDA at Large



Paul B. Raybould My Commission Expires:
MY COMMISSION & OATHS EXPIRES
October 11, 1998
RAYBOULD TRUSTEES FARM INSURANCE, INC.