

Sent by: STEARNS WEAVER

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Division of Corporations

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**To:**

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Fax Number : (850) 205-0383

**From:**

Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 076077002504  
Phone : (305) 789-3200  
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DIVISION OF CORPORATION

**FLORIDA LIMITED PARTNERSHIP**

**Village Centre Apartments, Ltd.**

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$148.75

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**VILLAGE CENTRE APARTMENTS, LTD.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of VILLAGE CENTRE APARTMENTS, LTD., a Florida limited partnership (the "Partnership"), hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

**VILLAGE CENTRE APARTMENTS, LTD.**

2. The office and principal place of business for the Partnership currently is:

2937 S. W. 27<sup>th</sup> Avenue, Suite 303  
Coconut Grove, Florida 33133

3. The name and address of the agent for service of process on the Partnership

are:

Brian J. McDonough  
2200 Museum Tower  
150 West Flagler Street  
Miami, Florida 33130

4. The name and address of the General Partner of the Partnership are:

VILLAGE CENTRE GP, LLC  
2937 S. W. 27 Avenue, Suite 303  
Coconut Grove, Florida 33133

5. The mailing address of the Partnership is:

2937 S. W. 27<sup>th</sup> Avenue, Suite 303  
Coconut Grove, Florida 33133

Filed by: J. Gotsenfeld, Corp. Legal Asst.  
Stearns Weaver Miller Weissler, et al  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
Tel: 305-789-3545/F: 305-789-3705

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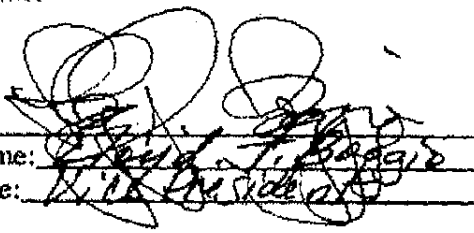
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6. The latest date upon which the Partnership shall dissolve is December 30, 2053. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Limited Partnership as General Partners, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: February 7<sup>th</sup>, 2003

VILLAGE CENTRE GP, LLC, a Florida limited liability company, its sole General Partner

By:   
Name: [Signature]  
Title: [Signature]

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Brian J. McDonough hereby accepts his appointment as registered agent for VILLAGE CENTRE APARTMENTS, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: February 10<sup>th</sup> 2003

  
Brian J. McDonough

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared Lloyd J. Beggs,  
as Vice President of VILLAGE CENTRE GP, LLC, a Florida limited liability  
company, as General Partner of VILLAGE CENTRE APARTMENTS, LTD., a Florida limited  
partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partner of the Partnership  
to the Partnership is \$99.99.
2. It is not anticipated that the Limited Partner will make any additional contributions  
to the capital of the Partnership other than as set forth in Number 1, above.

VILLAGE CENTRE GP, LLC, a Florida  
limited liability company, its sole General  
Partner

By: [Signature]  
Name: Lloyd J. Beggs  
Title: Vice President

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of Februarys, 2003  
by Lloyd J. Beggs, as Vice President of Village Centre GP, LLC, a Florida  
limited liability company, a General Partner of Village Centre Apartments, Ltd., a Florida limited  
partnership (the "Partnership"), who is personally known to me or who has produced a driver's  
license as identification and who did not take an oath.

[Signature]  
Print or Stamp Name:  
Notary Public, State of Florida at Large  
Commission No.:  
My Commission Expires



Sonia Young-Hernandez  
Commission # CC 941712  
Expires June 4, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.