

A04000000563

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JEFFERSON PLACE DEVELOPMENT LIMITED PARTNERSHIP
(Name of Limited Partnership)

DOCUMENT NUMBER: A04000000563

The enclosed Statement of Qualification for Florida Limited Liability Limited Partnership and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MICHELLE G. TORRES

(Name of Person)

TORRES & VADILLO LLP

(Firm/Company)

11402 NW 41 STREET, SUITE 202, MIAMI, FLORIDA

(Address)

33178

and Zip Code)

For further information concerning this matter, please call:

NOELIA RAMOS

(Name of Person)

at (305) 485-9700

(Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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CORPORATIONS

**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State:
JEFFERSON PLACE DEVELOPMENT LIMITED PARTNERSHIP

Insert limited partnership's Florida document number: A04000000563

or

Attach Certificate of Limited Partnership, Affidavit of Capital Contributions and applicable limited partnership filing fees.

2. The complete name of the entity after filing Statement of Qualification shall be:

JEFFERSON PLACE DEVELOPMENT LIMITED LIABILITY PARTNERSHIP

(Must include LLLP or L.L.L.P.)

3. The street address of its chief executive office: SAME

(if different from current recorded address):

4. The street address of principal office in Florida: SAME

(if different from above)

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be:

as of the date this document is filed with the Florida Secretary of State

or

_____ a date later than the time of filing: _____

7. The name and Florida street address of the partnership's agent for service of process:

MICHELLE G. TORRES

11402 NW 41 ST, SUITE 202

MIAMI

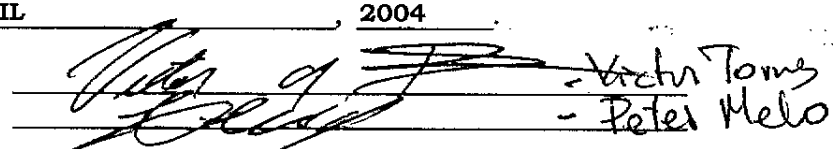
Florida 33178

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The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 12 day of APRIL, 2004

Signature of TWO Partners:


- Victor Torres
- Peter Melo

Typed or printed names of partners signing above: VENTURE PROPERTIES INVESTMEN

VICTOR TORRES - PRESIDENT

Peter Melo - Vice President

Filing Fee: \$25.00

Certified Copy (optional): \$52.50

Certificate of Status (optional): \$8.75