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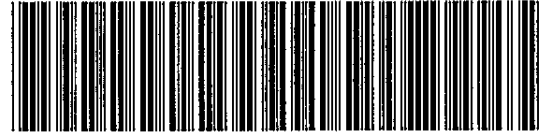
Special Instructions to Filing Officer:

12/21 FL LP

way-46013

Office Use Only

FF \$105



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12/10/04--01003--014 **70.00

12/10/04--01003--015 **35.00

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04 DEC 21 PM 1:24
TALLAHASSEE, FLORIDA



SORDO & ASSOCIATES, P.A.
ATTORNEYS AT LAW

December 3, 2004

VIA FED EX

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: V.P. LLLP – General Matters
Our File #: 04-313

***** DO NOT SEPARATE. FILE BOTH LP & LLLP AT THE SAME TIME *****

Dear Florida Secretary of State:

Enclosed, please find the following documents and filing fees for the registration of V.P. Limited Liability Limited Partnership, a Florida Limited Liability Limited Partnership:

1. Certificate of Limited Partnership (\$35.00 check enclosed – designation of registered agent, Florida Corporate Services, LLC)
2. Affidavit of Capital Contributions for Florida Limited Partnership (\$70.00 check enclosed)
3. Transmittal Letter
4. Statement of Qualifications for Florida Limited Liability Limited Partnership (\$25.00 check enclosed)

In the event we have enclosed an unnecessary check, please return check(s) in the self-enclosed stamped envelopes. Thank you

Name of Contact Person: Florida Corporate Services, LLC
Attn: Cesar R. Sordo, Esq.
3006 Aviation Avenue, Suite 2A
Coconut Grove, Florida 33133
Tel. 305.859.8107
Fax 305.859.8108

Please file both the LP and LLLP at the same time. Thank you for your consideration in this matter.

Sincerely,


Cesar R. Sordo, Esq.

Enclosures

RECEIVED
04 DEC -9 AM 11:23
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 16, 2004

FLORIDA CORPORATE SERVICES, LLC
CESAR R. SORDO, ESQ.
3006 AVIATION AVENUE, SUITE 2A
COCONUT GROVE, FL 33133

SUBJECT: V.P. LIMITED PARTNERSHIP
Ref. Number: W04000046013

We have received your document for V.P. LIMITED PARTNERSHIP and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 204A00070149

CERTIFICATE OF LIMITED PARTNERSHIP

1. Name: **V.P. Fund, Limited Partnership**

2. Business Address:

**3006 Aviation Avenue, Suite 2A
Coconut Grove, Florida 33133**

3. Registered Agent:

**Florida Corporate Services, LLC
3006 Aviation Avenue, Suite 2A
Coconut Grove, Florida 33133**

(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

4. Mailing Address:

**3006 Aviation Avenue, Suite 2A
Coconut Grove, Florida 33133**

5. The latest date upon which the Limited Partnership is to be dissolved is:

December 31, 2050

6. Name(s) of general partner(s):

V.P. Investments, L.L.C.

V.P. Investments, L.L.C.

Cesar R. Sordo, Esq., as Corporate Representative

Under penalties of perjury I (we) declare have read foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 3rd day of December 2004.

Signature of all general partners:

V.P. Investments, L.L.C.

Cesar R. Sordo, Esq., as Corporate Representative

FILED
04 DEC 21 PM 1:25
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of **V.P. Fund, Limited Partnership**, a Florida Limited Partnership, certify:

1. The amount of capital contributions to date of the limited partners is **\$ 10,000.00**.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals **\$ 10,000.00**.

Signed this 3rd day of December, 2004.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

General Partner of V.P. Fund, Limited Partnership

V.P. Investments, L.L.C.

Cesar R. Sordo, Esq., as Corporate Representative