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Division of Corporations

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Palafox Landing, Ltd.

Certificate of Status	1
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Estimated Charge	\$148.75

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PALAFOX LANDING, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned General Partners of PALAFOX LANDING, 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:

**PALAFOX LANDING, LTD.**

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

300 N. W. 12<sup>th</sup> Avenue  
Miami, Florida 33128

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

are:

Salvatore Martorano  
300 N. W. 12<sup>th</sup> Avenue  
Miami, Florida 33128

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

GMN Palafox, Inc  
300 N.W. 12<sup>th</sup> Avenue  
Miami, Florida 33128

CEII Palafox, Inc.  
302 N. Barcelona Street  
Pensacola, Florida 32502

5. The mailing address of the Partnership is:

300 N. W. 12<sup>th</sup> Avenue  
Miami, Florida 33128

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6. The latest date upon which the Partnership shall dissolve is December 31, 2055.

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: August 4<sup>th</sup>, 2005

GMN PALAFOX, INC., a Florida corporation, a General Partner

By: [Signature]  
Name: RUSSELL A. SIBLER, JR.  
Title: Vice President

CEII PALAFOX, INC., a Florida corporation, a General Partner

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

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Salvatore Martorano hereby accepts his appointment as registered agent for PALAFOX LANDING, 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: August 4<sup>th</sup>, 2005

[Signature]  
Salvatore Martorano

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Russell A. Sibbey, Jr. as Vice President of GMN Palafox, Inc., a Florida corporation, as a General Partner of Palafox Landing, Ltd., a Florida limited partnership (the "Partnership"), who state as follows:

1. The aggregate capital contributions made by the Limited Partner of the Partnership to the Partnership is \$1,000.00.
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.

GMN PALAFOX, INC., a Florida corporation, General Partner

By: [Signature]  
Name: Russell A. Sibbey, Jr.  
Title: Vice President

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of August, 2005 by Russell A. Sibbey, Jr. as Vice President of GMN Palafox, Inc., a Florida corporation, a General Partner of Palafox Landing, Ltd., a Florida limited 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: UNWIN ESTRADA  
Notary Public, State of Florida at Large  
Commission No.: DD146136  
My Commission Expires: Aug. 29, 2006  
Commission #DD146136  
Expires: Aug 29, 2006  
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