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DIVISION OF CORPORATIONS

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Return to Carolyn Grede

FLORIDA LIMITED PARTNERSHIP

VILLAGES AT LAKE POINTE, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$1,837.50

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FAX AUDIT NO.: H05000226930

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VILLAGES AT LAKE POINTE, LTD.
a Florida limited partnership**

The undersigned General Partner desiring to form a Limited Partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Limited Partnership is Villages at Lake Pointe, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.
3. The name and address of the agent for service of process upon the Partnership are F&L Corp., One Independent Square, Suite 1300, Jacksonville, Florida 32202.
4. The name and business address of the General Partner of the Partnership are as follows:

Villages at Lake Pointe, LLC (L05000090785)	3020 Hartley Road, Suite 300 Jacksonville, Florida 32257
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5. The mailing address of the Partnership is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.
6. The latest date upon which the Partnership will dissolve is December 31, 2055.

The execution of this Certificate of Limited Partnership by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the General Partner of Villages at Lake Pointe, Ltd. this 22nd day of September, 2005.

**VILLAGES AT LAKE POINTE, LLC,
General Partner**

By: Vestcor, Inc., Manager

By: William L. Morgan
William L. Morgan
Vice President

Fax Audit No.: H05000226930

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of Villages at Lake Pointe, Ltd., a Florida limited partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,000,000.

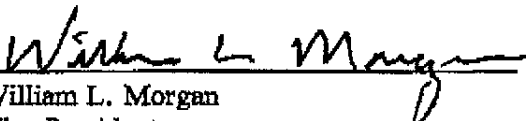
Executed this 22nd day of September, 2005.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

VILLAGES AT LAKE POINTE, LLC,
General Partner

By: Vestcor, Inc., Manager

By: 
William L. Morgan
Vice President

FAX AUDIT NO.: H05000226930

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated limited partnership, at the place designated in the above Certificate of Limited Partnership, F&L Corp. agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. It is familiar with and accepts the obligations of a registered agent.

F&L CORP., Registered Agent

By: Charles V. Hedrick
Charles V. Hedrick
Authorized Signatory

Date: September 22, 2005