

A0500002207

Division of Corporations

Page 1 of 1

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(((H05000283612 3)))

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DIVISION OF CORPORATIONS

Please note that the General Partner is being formed at the same time. Please wait for it to be filed.

Thanks,

FLORIDA LIMITED PARTNERSHIP

MAINSTREET CE, LTD.

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Certificate of Status	1
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

MAINSTREET CF, 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 **MAINSTREET CF, LTD.** (the "Partnership").
2. The address of the office of the Partnership is ¹⁰²One Financial Plaza, Suite 2212, Fort Lauderdale, Florida 33394.
3. The name and address of the agent for service of process on the Partnership is Mainstreet CF, Inc., One Financial Plaza, Suite 2212, Fort Lauderdale, Florida 33394.
4. The name and business address of each general partner is as follows:

Mainstreet CF, Inc.	One Financial Plaza, Suite 2212 ¹⁰²
<i>POS-162554</i>	Fort Lauderdale, Florida 33394
5. The mailing address of the Partnership is ¹⁰²One Financial Plaza, Suite ~~2212~~, Fort Lauderdale, Florida 33394.
6. The latest date upon which the Partnership will dissolve is December 31, 2102.

The execution of this certificate 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 sole General Partner of Mainstreet CF, Ltd. this 12th day of December, 2005.

GENERAL PARTNER:

MAINSTREET CF, INC.,
a Florida corporation

By: 
Paul J. Kilgallon, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Mainstreet CF, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

MAINSTREET CF, INC.,
a Florida corporation

By: 
Paul J. Kilgallon, President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Mainstreet CF, Ltd., a Florida limited partnership, certifies as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$100.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 12th day of December 2005.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

MAINSTREET CF, INC.,
a Florida corporation

By: 
Paul J. Kilgallon, President

180099

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