

Division of Corporations

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**Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State**

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To:

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From:

Account Name : MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.
Account Number : I19990000133
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FLORIDA LIMITED PARTNERSHIP

Town Square At Saint Johns Phase II Limited

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$1,785.00

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TALLAHASSEE, FLORIDA
00 JAN 10 AM 11:58

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
TOWN SQUARE AT SAINT JOHNS PHASE II LIMITED**

The undersigned, in order to form a limited partnership (the "Partnership") in accordance with Sections 620.105, 620.108, and 620.114 of the Florida Statutes, certifies the following:

1. The name of the Partnership is TOWN SQUARE AT SAINT JOHNS PHASE II LIMITED.

2. The street address and mailing address of the principal place of business of the Partnership in the state of Florida is 220 Ponte Vedra Park Drive, Suite 160, Ponte Vedra Beach, Florida 32082.

3. The name and address of the initial registered agent of the Partnership in the state of Florida is MABM CORPORATE SERVICES, INC., Attention: Daniel B. Nunn, Jr., One Independent Drive, Suite 3000, Jacksonville, Florida 32202.

4. The name and address of the general partners of the Partnership are as follows:

<u>Name</u>	<u>Address</u>
Aventura/Town Square Phase II, LLC L00000000146	220 Ponte Vedra Park Drive Suite 160 Ponte Vedra Beach, FL 32082

5. The term for which the Partnership is to exist as a limited partnership shall commence on the date of filing and shall continue until December 31, 2030, unless sooner dissolved in accordance with the Limited Partnership Agreement of Town Square at Saint Johns Phase II Limited, or by an act event specified by law as one effecting dissolution.

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IN WITNESS WHEREOF, the undersigned general partners have executed this Certificate
of Limited Partnership this 7th day of JANUARY, 2000.

AVENTURA/TOWN SQUARE PHASE II, LLC
a Florida limited liability company
General Partner

By


Steven C. Koegler, Secretary

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

The undersigned constituting all of the general partners of TOWN SQUARE AT SAINT
JOHNS PHASE II LIMITED, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$4,039,200.

The total amount contributed and anticipated to be contributed by the limited partners at this
time totals \$4,039,200.

Signed this 7th day of JANUARY, 2000.

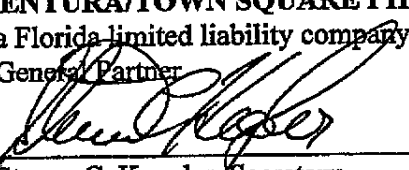
FURTHER AFFIANT SAYETH NOT.

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

AVENTURA/TOWN SQUARE PHASE II, LLC

a Florida limited liability company

General Partner

By 

Steven C. Kogler, Secretary

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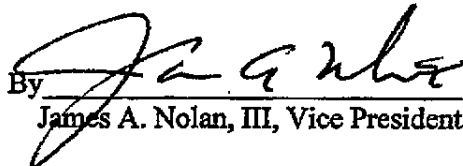
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**CERTIFICATE OF ACCEPTANCE OF
DESIGNATION OF REGISTERED AGENT OF
TOWN SQUARE AT SAINT JOHNS PHASE II LIMITED**

Pursuant to Sections 620.105 and 620.192, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon TOWN SQUARE AT SAINT JOHNS PHASE II LIMITED, a limited partnership organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named limited partnership, and does hereby agree to comply with any and all statutes relative to the proper performance of the duties of Registered Agent, including the maintenance of a Registered Office, which such Registered Office is located at One Independent Drive, Suite 3000, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned, on behalf of the designated Registered Agent, has hereunto set his hand and seal at Jacksonville, Duval County, Florida, on this 10th day of January, 2000.

MABM CORPORATE SERVICES, INC.,
a Florida corporation, Registered Agent

By 
James A. Nolan, III, Vice President

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