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Louanne S. Love

Attorney At Law

~~28050 U.S. Hwy 19 N, Suite 205~~ 2027 McCormick Dr.
Clearwater, Florida 33761 Ste 102
(727) 723-2872 33759
Fax (727) 723-2852

April 26, 2000

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*****87.50 *****87.50

Department of State
Division of Corporations
Attn: Buck Kohr (Personal & Confidential)
P.O. Box 6327
Tallahassee, Florida 32314

Re: **MPG Publix 54, Ltd.**

Dear Buck:

Enclosed please find Certificate of Limited Partnership and Affidavit of Capital Contributions for Florida Limited Partnership, together with check #2095 in the amount of \$87.50 as the fee for filing same.

Thank you.

Sincerely,

Louanne Love
Louanne S. Love, Esquire

FILED
00 MAY 25 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LSL/th	
Name	enclosures
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

① GP must be active
② RA must sign

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4 pages
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 2000

LOUANNE S. LOVE, ESQ.

~~28050 U.S. HWY 10 N., SUITE 205~~
~~CLEARWATER, FL 33761~~

2627 McCormick Dr., Suite 102
Clearwater, FL 33759

SUBJECT: MPG PUBLIX 54, LTD.
Ref. Number: W00000012255

We have received your document for MPG PUBLIX 54, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 900A00026204

CERTIFICATE OF LIMITED PARTNERSHIP

1. MPG Publix 54, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 2627 McCormick Drive, Suite 102, Clearwater, FL 33759
(Business address of Limited Partnership)
3. Louanne S. Love, Esquire
(Name of Registered Agent for Service of Process)
4. 2627 McCormick Dr., Suite 102, Clearwater, FL 33759
(Florida street address for Registered Agent)
5. Louanne S. Love
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 2627 McCormick Dr., Suite 102, Clearwater, FL 33759
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12-31-2030

8. Name(s) of general partner(s): _____ Street address: _____

MPG Publix 54, Inc.
000000046533

2627 McCormick Dr., Suite 102
Clearwater, FL 33759

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MAY 29 PM 2:07
CLERK OF DISTRICT COURT
TALAHASSEE, FLORIDA

Under 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.

Signed this 3rd day of April, 2000

Signature of all general partners:

MPG Publix 54, Inc.

General Partner

General Partner

by Charles H. Manroe III
President

General Partner

General Partner

General Partner

General Partner

General Partner

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

The undersigned constituting all of the general partners of MPG PUBLIX 54, LTD. a
Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at
this time totals \$ 100.00.

Signed this 3rd day of April, 2000.

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.

FILED
00 MAY 25 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MPG Publix 54, Inc.
General Partner

General Partner

by [Signature]
General Partner

General Partner

Charles H. Monroe III
President