

A0000000/832

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

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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

FLORIDA LIMITED PARTNERSHIP

THE MERCANTILE GROUP, LTD.

| | |
|-----------------------|------------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$1,846.25 |

RECEIVED

00 DEC - 1 PM 12:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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52

DEC.-01'00(FRI) 11:39

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P.002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 1, 2000

CORPORATION SERVICE COMPANY

SUBJECT: THE MERCANTILE GROUP, LTD.
REF: W000000028355

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6043.

Shawn Logan
Document Specialist

FAX Aud. #: H00000062699
Letter Number: 600A00060943

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P. 003

Nov-30-00 03:10pm From HUNTON AND WILLIAMS

+9058102460

T-832 P.03/07 F-383

H000000626994

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE MERCANTILE GROUP, LTD.**

The undersigned General Partner of The Mercantile Group, Ltd., a Florida limited partnership (the "Partnership"), desiring to adopt a certificate of limited partnership of The Mercantile Group, Ltd. (the "Certificate") pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

1. The name of the Partnership is "The Mercantile Group, Ltd."
2. The address of the office and the name and address of the agent for service of process on the Partnership is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301-2525.
3. The name and business address of the sole general partner of the Partnership is The Mercantile Group, LLC, 2885 South Bayshore Drive, Suite 301, Miami, Florida 33133 (the "General Partner"). *L-14820*
4. The mailing address of the Partnership is 2885 South Bayshore Drive, Suite 301, Miami, Florida 33133. *2885*
5. The latest date upon which the Partnership shall dissolve is November 22, 2025.

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.

IN WITNESS WHEREOF, this Certificate has been executed by the sole member of The Mercantile Group, LLC, a Florida limited liability company, as the sole General Partner of the Partnership, this 30th day of November, 2000.

The Mercantile Group, LLC,
General Partner

By: *Nancy Hector*
Nancy Hector, its sole member

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P. 004

Nov-30-00 09:10pm From:HUNTON AND WILLIAMS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS


The undersigned, Nancy Hector, the sole member of The Mercantile Group, LLC, a Florida limited liability company and the sole General Partner of The Mercantile Group, Ltd., a Florida limited partnership, herein referred to as the "Partnership", who upon duly sworn, certifies as follows:

The actual amount of capital contributed to the Partnership by the Limited Partners is \$693,000.00. The anticipated amount of capital contributions (including the actual amount of capital contributed by the Limited Partners) to the Partnership by its Limited Partners is \$1,200,000.00.

FURTHER AFFIANT SAYETH NOT.

Upon penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

The Mercantile Group, LLC,
General Partner

By: 
Nancy Hector, its sole member

Date: November 30, 2000

Doc # 31229, V. 1

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00 DEC -1 PM 4: 04
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the ENT. is: The Mercantile Group, LTD.

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box NOT acceptable)

Tallahassee, FL 32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE [Signature]

BRIAN COURTNEY, ASST. VP.

DATE 12-1-2000

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TALLAHASSEE, FL 32301

REGISTERED AGENT FILING FEE: \$35.00

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