

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

Venice Partners, Ltd.

Certificate of Status	1
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
VENICE PARTNERS, LTD.

1. Name of the Limited Partnership: Venice Partners, Ltd.
2. Principal and mailing address of the Limited Partnership: c/o Clinton Communities, L.L.C., 3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133.
3. Name and address of the Registered Agent for Services of Process: Clinton Communities, L.L.C., 3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133.
4. Having been named as registered agent to accept service of process for the above stated limited partnership at the place designated in this application, 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 this position as registered agent.

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CLINTON COMMUNITIES, L.L.C.

By: [Signature]
Randy Rieger, Manager

6. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2051.
7. Name and Address of the General Partner: Venice Partners Joint Venture, a Florida General Partnership, located at c/o Clinton Communities, L.L.C., 3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133.

Under 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.

Signed this 25th day of January, 2001.

VENICE PARTNERS JOINT VENTURE, a Florida general partnership, its sole general partner

By: Venice Trust, L.L.C., a Florida limited liability company, its managing venturer

By: [Signature]
Stewart I. Marcus, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting the sole general partner of Venice Partners, Ltd., a Florida Limited Partnership, certifies as follows:

The amount of capital contributions to date of the limited partnership is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time is \$100.

Dated: This 25th day of January, 2001.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

VENICE PARTNERS JOINT VENTURE, a Florida general partnership, its sole general partner

By: Venice Trust, L.L.C., a Florida limited liability company, its managing venturer

By: Stewart I. Marcus
Stewart I. Marcus, President

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