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CERTIFICATE OF LIMITED PARTNERSHIP

OF

MPG PUBLIX ROYAL PALMS, LTD.



The undersigned General Partner hereby signs this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida. This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

- 1. Name. The name of the Partnership shall be MPG PUBLIX ROYAL PALMS, LTD.
- 2. <u>Principal Place of Business</u>. The principal place of business of the Partnership and its mailing address shall be at its offices located at 2627 McCormick Drive, Suite 102, Clearwater, Florida 33759. The General Partner may, on behalf of the Partnership, change the place of business from time to time upon notice to the limited partners.
- 3. Registered Agent. The name and address of the initial agent for service of process on the Partnership are James A. Staack, Esq., 121 N. Osceola Avenue, Second Floor, Clearwater, Florida 33755. The General Partner may, on behalf of the Partnership, change the name and office of such registered agent upon notice to the limited partners.
- 4. <u>General Partners</u>. The names and specific addresses of the General Partner(s) of the Partnership are as follows:

GENERAL PARTNER
MPG PUBLIX ROYAL PALMS, INC.

ADDRESS
2627 McCormick Drive, Suite 102
Clearwater, Florida 33759.

- 5. <u>Term.</u> The term of the Partnership shall commence upon filing of this Certificate with the Department of State, State of Florida, and shall terminate December 31, 2030, unless sooner terminated in accordance with law or the Agreement of Limited Partnership.
- 6. <u>Amendment to Certificate</u>. This Certificate of Limited Partnership shall be amended and restated, from time to time upon the filing of an Amended Certificate executed by the General Partner(s) and any such Amended Certificate shall supersede this Certificate and any preceding Amended Certificate in its entirety.

DATED this 22nd day of Marcy, 2001.

MPG PUBLIX ROYAL PALASS, INC.

By: Ira Waitz

Its: $\sqrt{}$

ACCEPTANCE OF REGISTERED AGENT

The undersigned does herewith accept the duties and responsibilities of registered agent for the within Limited Partnership.

James A Staack

Date: 3/22/01

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MPG PUBLIX ROYAL PALMS, LTD. AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the General Partners of MPG PUBLIX ROYAL PALMS, LTD., a Florida limited partnership, does hereby certify:

- 1. That the amount of capital contributions to date of the Limited Partners is \$100.00.
- 2. It is not anticipated that there will be additional capital contributions of Limited Partners in the future.

Further, Affiant sayeth naught.

Under 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.

MPG PUBLIX ROYAL PAL

By: Ira Waitz

Its: Executive Vice President

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