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AFFIDAVIT AND  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VCP-TIVOLI II, LTD.

FILED  
01 MAY 15 PM 1:52  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned general partner files this Certificate of Limited Partnership of VCP-TIVOLI II, LTD. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act ("Act") in order to form a Florida limited partnership.

1. NAME. The name of the limited partnership is VCP-TIVOLI II, LTD.

2. MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS: 3020 Hartley Road, Suite 300, Jacksonville, FL 32257.

3. REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE: Mark T. Farrell, whose business address is 3020 Hartley Road, Suite 300, Jacksonville, FL 32257.

4. NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP IS AS FOLLOWS:

NAMEADDRESS

VCP-TIVOLI, LLC

L-12880

3020 Hartley Road, Suite 300  
Jacksonville, FL 32257

5. THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:  
the date when this Certificate is filed with the Secretary of State.

6. THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE: December 31, 2050.

7. CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNER: The limited partner will make initial capital contributions for his partnership interest of \$100.00 and it is anticipated that the limited partner will make additional capital contributions of up to \$100,000,000.

8. AFFIRMATION. Each general partner hereby acknowledges that pursuant to the Act:

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8.1 The execution of this certificate by the general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true;

8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be canceled or amended or file a petition for its cancellation or amendment pursuant to the terms of the Act.

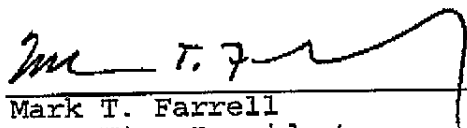
EXECUTED as of this 10th day of May, 2001.

GENERAL PARTNER:

VCP-TIVOLI, LLC, a Florida limited liability company

By: VESTCOR, INC., a Florida corporation, its Manager

By:

  
Mark T. Farrell  
Its: Vice President

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STATE OF FLORIDA

COUNTY OF DUVAL

} SS

The foregoing instrument was acknowledged before me this 10  
day of May, 2001 by Mark T. Farrell, the Vice President of  
Vestcor, Inc., a Florida corporation, Manager of VCP-Tivoli, LLC, a  
Florida limited liability company, on behalf of the company.



Susan Fredrickson  
My Commission CC1000148  
Expires February 06, 2005

Susan Fredrickson  
(Print Name Susan Fredrickson)  
NOTARY PUBLIC  
State of Florida at Large  
Commission # CC1000148  
My Commission Expires: 2/8/05  
Personally Known ✓  
or Produced I.D. \_\_\_\_\_  
[check one of the above]  
Type of Identification Produced \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.061 and 620.105, Florida Statutes, the following is submitted:

VCP-TIVOLI II, LTD., desiring to organize under the laws of the State of Florida hereby designates Mark T. Farrell as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3020 Hartley Road, Suite 300, Jacksonville, FL 32257.

VCP-TIVOLI, LLC, a Florida limited liability company

By: VESTCOR, INC., a Florida corporation, its Manager

By: Mark T. Farrell  
Mark T. Farrell  
Its: Vice President

Dated: May 10, 2001

Having been named to accept service of process for the above named limited partnership at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) relative to the keeping of said office and the proper and complete performance of its duties.

By: Mark T. Farrell  
Mark T. Farrell

Dated: May 10, 2001

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