

Division of Corporations

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

AL

FLORIDA LIMITED PARTNERSHIP

VINTAGE PROPERTIES XV, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

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CERTIFICATE OF LIMITED PARTNERSHIP OF
VINTAGE PROPERTIES XV, LTD.,
a Florida limited partnership

The undersigned, as the sole general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620 of the Florida Statutes, hereby states the following:

ARTICLE I.

Name of the Limited Partnership

The name of the Limited Partnership is as follows:

VINTAGE PROPERTIES XV, LTD.

ARTICLE II.

Address of the Limited Partnership

The address of the office of the Limited Partnership is as follows:

5725 Vintage Oaks Circle
Delray Beach, FL 33484

ARTICLE III.

Registered Agent and Registered Office

The name and address of the agent for service of process on the Limited Partnership is as follows:

Cober Corporate Agents, Inc.
4000 International Place
100 S.E. Second Street
Miami, FL 33131

ARTICLE IV.

General Partner

The name and business address of the sole general partner is as follows:

AZA VENTURES III, INC.
5752 Vintage Oaks Circle
Delray Beach, FL 33484

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TALLAHASSEE, FLORIDA

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ARTICLE V.

Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is as follows:

5752 Vintage Oaks Circle
Delray Beach, FL 33484

ARTICLE VI.

Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until December 31, 2040, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of VINTAGE PROPERTIES XV, LTD. as of the 28th day of September, 2001.

General Partner:

AZA VENTURES III, INC.

By: [Signature]
Eugene N. Suttin, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for VINTAGE PROPERTIES XV, LTD., a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Limited Partnership, hereby agrees to accept service of process for the Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Dated as of September 26th, 2001

COBER CORPORATE AGENTS, INC.

By: 
Richard N. Bernstein
Title: Secretary

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TALLAHASSEE, FLORIDA
STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

The undersigned, Eugene N. Suttin, President of AZA VENTURES III, INC., being first duly sworn, certifies as follows:

1. The undersigned is the sole general partner of VINTAGE PROPERTIES XV, LTD., a Florida limited partnership, hereinafter referred to as the "Limited Partnership."
2. The amount of capital contributions contributed by the initial limited partners is \$100.00.
3. The amount of capital contributions anticipated to be contributed by the initial limited partners is \$1,250,000.00.

Under penalties of perjury the undersigned declares that he has read the foregoing and the facts alleged are true, to the best of his knowledge and belief.

General Partner

AZA VENTURES III, INC.

By: Eugene N. Suttin
Eugene N. Suttin, President

SWORN TO AND SUBSCRIBED before me as of the 28th day of September, 2001, by Eugene N. Suttin, President of AZA VENTURES III, INC., as the General Partner for VINTAGE PROPERTIES XV, LTD., a Florida limited partnership, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC:

Sign: Antoinette Schrader

Print: Antoinette Schrader

State of Florida

My Commission Expires:



ANTOINETTE SCHRADER
Notary Public, State of Florida
My Comm Exp. November 30, 2004
No. CC 972736

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