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FAX NO.

Division of Corporations

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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) 205-0383

From:

Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP

Account Number : 071075000166

Phone : (904) 798-3200

Fax Number : (904) 798-3207

AL

FLORIDA LIMITED PARTNERSHIP

Vestcor Executive Partnership 2002, Ltd.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$735.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 12

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VESTCOR EXECUTIVE PARTNERSHIP 2002, LTD.**

The undersigned, in order to form a limited partnership (the "Partnership") in accordance with Sections 620.105, 620.108, and 620.114 of the Florida Statutes, certifies the following:

1. The name of the Partnership is VESTCOR EXECUTIVE PARTNERSHIP 2002, LTD.

2. The street address and mailing address of the principal place of business of the Partnership in the state of Florida is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257

3. The name and address of the initial registered agent of the Partnership in the state of Florida is Mark T. Farrell, 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

4. The name and address of the general partner of the Partnership is as follows:

Name

Address

Vestcor, Inc.

998-33302

3020 Hartley Road, Suite 300
Jacksonville, FL 32257

5. The term for which the Partnership is to exist as a limited partnership shall commence on the date of filing and shall continue until dissolved in accordance with the then current limited partnership agreement for this Partnership, or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned general partner has executed this Certificate of Limited Partnership this 10th day of December, 2001.

VESTCOR, INC., its General Partner

By: 

John D. Rood, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

The undersigned constituting the sole general partner of VESTCOR EXECUTIVE PARTNERSHIP 2002, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$190.00.

It is anticipated that the limited partner will make additional contributions to the capital of the Partnership of up to \$100,000.00.

Signed this 10th day of December, 2001.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

VESTCOR, INC.

By: 

John D. Rood, President

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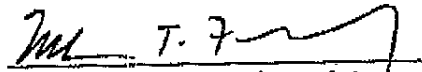
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
VESTCOR EXECUTIVE PARTNERSHIP 2002, LTD.**

Pursuant to Chapter 620, Florida Revised Uniform Limited Partnership Act, Mark T. Farrell, located at 3020 Hartley Road, Suite 300, Jacksonville, Florida, 32257, having been named as registered agent to accept service of process upon VESTCOR EXECUTIVE PARTNERSHIP 2002, LTD., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 10th day of December, 2001.


Mark T. Farrell, Registered Agent

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