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From:
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Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321

AL

FLORIDA LIMITED PARTNERSHIP

Mainstreet Resource Square, Ltd.

Certificate of Status	0
Certified Copy	0
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DEC 19 '01 11:17AM BROAD AND CASSEL

P.1



7777 GLADES ROAD
SUITE 300
BOCA RATON, FLORIDA 33434
TELEPHONE: 561.483.7000
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www.broadandcassel.com

TELECOPIER TRANSMITTAL

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DATE: December 19, 2001
TO: Florida Department of State
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TELECOPIER PHONE NO.: 850-205-0383
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TALLAHASSEE, FLORIDA
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MESSAGE:

Attached please find Certificate of Limited Partnership for the formation of Mainstreet Resource Square, Ltd. for filing with your office.

Please forward the confirmation of filing to this office, via facsimile, to 561-483-7321.

If you have any questions please feel free to contact the undersigned.

Thank you for your assistance.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAINSTREET RESOURCE SQUARE, LTD.,
a Florida limited partnership**

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

1. The name of the limited partnership is MAINSTREET RESOURCE SQUARE, LTD. (the "Partnership").

2. The address of the office of the Partnership is One Financial Plaza, Suite 2212, Fort Lauderdale, Florida 33394.

3. The name and address of the agent for service of process on the Partnership is Mainstreet Resource Square, Inc., One Financial Plaza, Suite 2212, Fort Lauderdale, Florida 33394.

4. The name and business address of each general partner is as follows:

Mainstreet Resource Square, Inc. One Financial Plaza, Suite 2212
Fort Lauderdale, Florida 33394

PO1-119776

5. The mailing address of the Partnership is One Financial Plaza, Suite 2212, Fort Lauderdale, Florida 33394.

6. The latest date upon which the Partnership will dissolve is December 31, 2101.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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This Certificate of Limited Partnership has been executed by the sole General Partner of Mainstreet Resource Square, Ltd. this 19th day of December, 2001.

GENERAL PARTNER:

MAINSTREET RESOURCE SQUARE, INC.,
a Florida corporation

By: 

Paul J. Kilgallon, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

REGISTERED AGENT:

MAINSTREET RESOURCE SQUARE, INC.,
a Florida corporation

By: 
Paul J. Kilgallon, President

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SECRETARY OF STATE

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Mainstreet Resource Square, Ltd., a Florida limited partnership, certifies as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$100.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 19th day of December 2001.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

MAINSTREET RESOURCE SQUARE, INC.,
a Florida corporation

By: 

Paul J. Kilgallon, President

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