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**FLORIDA LIMITED PARTNERSHIP**

**PRIME HOMES AT PORTOFINO SHORES, LTD**

*Doc. # 37315 profit*

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

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02 FEB 19

February 15, 2002

EMPIRE

SUBJECT: PRIME HOMES AT PORTOFINO SHORES, LTD.  
REF: W02000004612

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Michelle Hodges  
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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CERTIFICATE OF LIMITED PARTNERSHIP  
OF

PRIME HOMES AT PORTOFINO SHORES, LTD  
a Florida limited partnership

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TALLAHASSEE, FLORIDA  
02 FEB 19

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 PRIME HOMES AT PORTOFINO SHORES, LTD (the "Partnership").

2. The address of the office of the Partnership is 21218 Saint Andrews Blvd., #510, Boca Raton, FL 33433.

3. The name and address of the agent for service of process on the Partnership is: Steven B. Greenfield, Esq., 7000 West Palmetto Park Rd., Suite 402, Boca Raton, FL 33433

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

Portofino Shores Builders, Inc., a Florida Corporation 902-17806  
21218 Saint Andrews Blvd., #510, Boca Raton, FL 33433.

5. The mailing address of the Partnership is: 21218 Saint Andrews Blvd., #510, Boca Raton, FL 33433.

6. The latest date upon which the Partnership will dissolve is December, 2007

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.

This Certificate of Limited Partnership has been executed by the sole General Partner of PRIME HOMES AT PORTOFINO SHORES, LTD., this 14 day of February, 2002.

GENERAL PARTNER:

Portofino Shores Builders, Inc,  
a Florida corporation

By: [Signature]  
Fred Abbo, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for PRIME HOMES AT PORTOFINO SHORES, LTD, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned Portofino Shores Builders, Inc., a Florida 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:

Portofino Shores Builders, Inc.,  
a Florida corporation

By:   
Fred Abbo President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of PRIME HOMES AT PORTOFINO SHORES, 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 14 day of February, 2002.

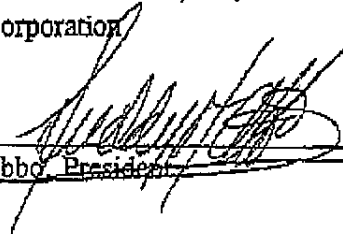
FURTHER AFFIANT SAYETH NOT.

Under the 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.

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GENERAL PARTNER:

Portofino Shores Builders, Inc.  
a Florida corporation

By:   
Fred Abbo, President

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