

CT CORPORATION

A02000000585

CORPORATION(S) NAME

FILED
02 APR 17 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2) CMS Carrollwood Associates, Limited Partnership

200005290602-1-9
04/17/02-01060-015
***1793.75 ***1793.75

BK

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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02 APR 17 PM 2:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____ 4/17/02 Order#: 5278566
 Availability _____
 Document _____
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 Updater _____
 Verifier _____
 W.P. Verifier _____

Ref#: _____
 Amount: \$ _____

Solo Sixth

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02 APR 17 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CERTIFICATE OF LIMITED PARTNERSHIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CMS Carrollwood Associates, Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. c/o CMS Affiliated Partnerships, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004
(Business address of Limited Partnership)

3. C T Corporation System
(Name of Registered Agent for Service of Process)

4. c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324
(Florida street address for Registered Agent)
C T Corporation System

5. By: Korri A Behler KORRI A. BEHLER
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process) Special Assistant Secretary

6. c/o CMS Affiliated Partnerships, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: September 1, 2026

8. Name(s) of general partner(s): Street address:

CMS Carrollwood Partners, L.P. c/o CMS Affiliated Partnerships
BOZOUOUX0129 One Bala Plaza, Suite 412
Bala Cynwyd, PA 19004

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 17th day of April, 2002

Signature of all general partners:

General Partner

General Partner

General Partner

CMS Carrollwood Partners, L.P., General Partner
By: CMS Entrepreneurial IV Associates, L.P., its General Partner
By: MSPS Entrepreneurial IV, Inc., its General Partner
John S. Green
General Partner
By: John S. Green, Vice President

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned constituting all of the general partners of _____
CMS Carrollwood Associates, Limited Partnership

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 0

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 3,880,500

Signed this 15th day of _____ April _____, 2002

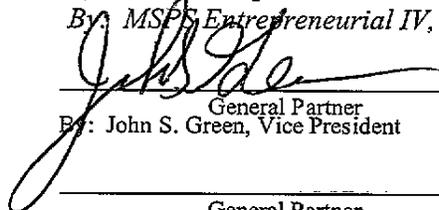
FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

CMS Carrollwood Partners, L.P., General Partner

By: CMS Entrepreneurial IV Associates, L.P., its General Partner

By: MSPS Entrepreneurial IV, Inc., its General Partner



General Partner
By: John S. Green, Vice President

General Partner

General Partner

General Partner

General Partner

General Partner