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FLORIDA LIMITED PARTNERSHIP

rancho bernardo interim partnership, ltd

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Certificate of Status	1
Certified Copy	1
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

**RANCHO BERNARDO INTERIM PARTNERSHIP, 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 Rancho Bernardo Interim Partnership, Ltd. (the "Partnership").
2. The address of the business office of the Partnership is 11512 El Camino Real, Suite 100, San Diego, California 92130.
3. The name and address of the agent for service of process upon the Partnership are: F & L Corp., 200 Laura Street, Jacksonville, Florida 32202.
4. The name and business address of the General Partner of the Partnership are as follows: Douglas Allred Company, 11512 El Camino Real, Suite 100, San Diego, California 92130.
5. The mailing address of the Partnership is 11512 El Camino Real, Suite 100, San Diego, California 92130.
6. The latest date upon which the Partnership will dissolve is December 31, 2050.

The execution of this Certificate of Limited Partnership 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 General Partner of the Partnership this 12th day of August, 2002.



Name:
Title:

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the general partner of RANCHO BERNARDO INTERIM PARTNERSHIP, LTD., certifies as follows:

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 \$5,000,000.

Executed this 12th day of August, 2002.

FURTHER AFFIANT SAYETH NOT.

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

RANCHO BERNARDO INTERIM PARTNERSHIP, LTD.

By: Douglas Allred Company

By: *Douglas O. Allred*

Name: Douglas O. Allred

Title: President

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated limited partnership, at the place designated in the above Certificate of Limited Partnership, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties. He is familiar with and accepts the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick
Charles V. Hedrick, Authorized Signatory

Date: August 23, 2002

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TALLAHASSEE, FLORIDA

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