

AUG-26-02 MON 03:54 PM  
Division of Corporations

FAX NO.

P. 01/04

Page 1 of 2

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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : MCGUIRE, WOODS, BATTLE & BOOTH LLP  
Account Number : 071075000166  
Phone : (904) 798-3200  
Fax Number : (904) 798-3207

DIVISION OF CORPORATION

02 AUG 26 PM 4:13

RECEIVED

FLORIDA LIMITED PARTNERSHIP

Vestcor Fund XXXV, Ltd.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 03      |
| Estimated Charge      | \$87.50 |

02 AUG 26 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND  
FILED

8-27-02

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
VESTCOR FUND XXXV, 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 FUND XXXV, 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 Stephen A. Frick, 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.
4. The name and address of the general partner of the Partnership is as follows:

| <u>Name</u>                                | <u>Address</u>   |
|--|--|
| VESTCOR PARTNERS XXXV, LLC<br>LO2000021907 | 3020 Hartley Road, Suite 300<br>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 December 31, 2052, unless sooner dissolved in accordance with the then current limited partnership agreement for VESTCOR FUND XXXV, LTD., 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 23<sup>rd</sup> day of August, 2002.

VESTCOR PARTNERS XXXV, LLC, a  
Florida limited liability company,  
its General Partner

By: Stephen A. Frick  
Stephen A. Frick, Vice President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA  
COUNTY OF DUVAL

The undersigned constituting all of the general partners of VESTCOR FUND XXXV, LTD.,  
a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$99.99.

It is anticipated that the limited partners will not make additional contributions to the capital  
of the Partnership.

Signed this 23<sup>rd</sup> day of August, 2002.

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 PARTNERS XXXV, LLC, a  
Florida limited liability company,  
its General Partner

By:   
Stephen A. Frick, Vice President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
VESTCOR FUND XXXV, LTD.**

Pursuant to Chapter 620, Florida Revised Uniform Limited Partnership Act, Stephen A. Frick, located at 3020 Hartley Road, Suite 300, Jacksonville, Florida, 32257, having been named as registered agent to accept service of process upon VESTCOR FUND XXXV, 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 23<sup>rd</sup> day of August, 2002.

  
\_\_\_\_\_  
Stephen A. Frick, Registered Agent

VCOR\127981.1

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TALLAHASSEE, FLORIDA

APPROVED  
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