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MCGUIRE WOODS LLP

FAX NO. 9047983207

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Division of Corporations

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DIVISION OF CORPORATION

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LIMITED PARTNERSHIP AMENDMENT

VESTCOR/GP XXXII, INC.

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H02000186626

**STATEMENT OF QUALIFICATION FOR
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

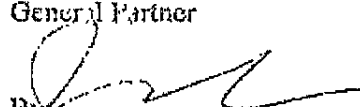
The undersigned partners of Vestcor/GP XXXII, LLLP file this Statement of Qualification for a Florida Limited Liability Limited Partnership with the Florida Secretary of State.

1. The name of the Partnership as identified in the records of Florida Department of State is Vestcor/GP XXXII, LLLP and the Florida document number is H02000000159.
2. The street address of the chief executive office of the Partnership is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.
3. The Registered Agent of the Partnership is Stephen A. Frick, whose address is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.
4. The Partnership hereby elects to be a limited liability limited partnership.
5. The effective date for this Statement of Qualification for a Florida Limited Liability Limited Partnership shall be the date this Statement is filed with the Florida Secretary of State.

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

Executed as of this 23rd day of August, 2002.

VESTCOR PARTNERS XXXII, LLC, its
General Partner

By 

John D. Rood, President


John D. Rood, Trustee of Jamie A. Rood
Irrevocable GST Trust u/a/d February 1,
2001, as Limited Partner

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TALLAHASSEE, FLORIDA

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