

A02000001165

AUG 27 02 00 39:54 AM  
Division of Corporations

MCGUIRE WOODS LLP

FAX NO. 04 832

P. 04

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000186915 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

W 8/27

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

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 AUG 27 PM 3:29

RECEIVED  
02 AUG 27 PM 1:05  
DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Vestcor Fund XXXI, Ltd.

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

CP

H02000186915

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
VESTCOR FUND XXXI, 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 XXXI, 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:

NameAddress

VESTCOR/GP XXXI, LLLP

3020 Hartley Road, Suite 300  
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 XXXI, 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/GP XXXI, LLLP, a  
Florida limited liability limited partnership,  
its General Partner

By: VESTCOR PARTNERS XXXI, LLC, a  
Florida limited liability company, its General Partner

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

H02000186915

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
2002 AUG 27 PM 3:29

H02000186915

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA  
COUNTY OF DUVAL

The undersigned constituting all of the general partners of VESTCOR FUND XXXI, 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/OP XXXI, LLLP, a  
Florida limited liability limited partnership,  
its General Partner

By: VESTCOR PARTNERS XXXI, LLC, a  
Florida limited liability company, its General Partner

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

FILED - STATE  
SECRETARY OF CORPORATIONS  
02 AUG 27 PM 3:29

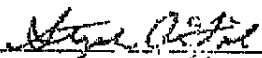
H02000186915

H02000186915

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
VESTCOR FUND XXXI, 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 XXXI, 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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 AUG 27 PM 3:29

WFORM27885.1

H02000186915