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AUG-28-02 WED 12:10 PM MCGUIRE WOODS LLP
Division of Corporations

FAX NO. 9047983207

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FLORIDA LIMITED PARTNERSHIP

Vestcor Fund XXXIII, Ltd.

Originally Submitted 8/27/02

Name	11
Availability	5111
Document Examiner	DCC
Updater	DCC
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Acknowledgement	DCC
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Certificate of Status	0
Certified Copy	0
Page Count	034
Estimated Charge	\$87.50

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
VESTCOR FUND XXXIII, 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 XXXIII, 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 XXXIII, 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 XXXIII, 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 23rd day of August, 2002.

VESTCOR/GP XXXIII, LLLP, a
Florida limited liability limited partnership,
its General Partner

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

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

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

The undersigned constituting all of the general partners of VESTCOR FUND XXXIII, 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 23rd 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/GP XXXIII, LLLP, a
Florida limited liability limited partnership,
its General Partner

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

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

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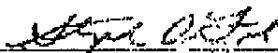
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
VESTCOR FUND XXXIII, LTD.**

Pursuant to Chapter 620, Florida Revised Uniform Limited Partnership Act, 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 XXXIII, 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 23rd day of August, 2002.



Stephen A. Frick, Registered Agent

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