

A03000000475

Lawrence J. DeGeorge
(Requestor's Name)

DEG Capital Grp. I, Inc.
(Address)

140 Intracoastal Pointe Drive
(Address)

Jupiter, FL 33477
(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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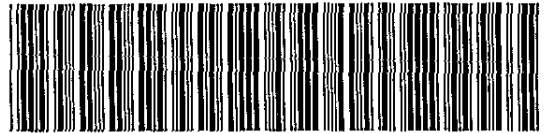
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DATE 3/26/03

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
MIAMI RESIDENCES HOLDCO, LTD.

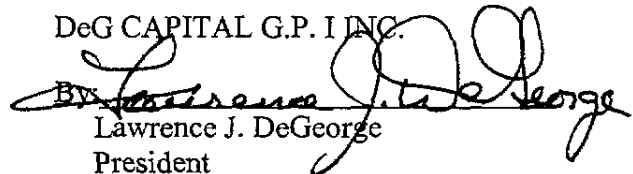
THE UNDERSIGNED, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act") DOES HEREBY CERTIFY as follows:

1. The name of the Partnership is Miami Residences Holdco, LTD.
2. The address and registered office of the Partnership is 140 Intracoastal Pointe Drive, Jupiter, Florida 33477, and the name and address of the Partnership's registered agent for service of process as required to be maintained by Section 620.105 of the Act is DeG Capital G.P. I Inc., 140 Intracoastal Pointe Drive, Jupiter, Florida 33477.
3. The name and business address of the sole General Partner of the Partnership is DeG Capital G.P. I Inc., 140 Intracoastal Pointe Drive, Jupiter, Florida 33477.
4. The Partnership's mailing address is 140 Intracoastal Pointe Drive, Jupiter, Florida 33477.
5. Unless sooner dissolved pursuant to the terms of the Limited Partnership Agreement of the Partnership, the Partnership shall continue until December 31, 2023.

IN WITNESS WHEREOF, the undersigned has duly made and executed this Certificate of Limited Partnership as of the 24th day of March 2003.

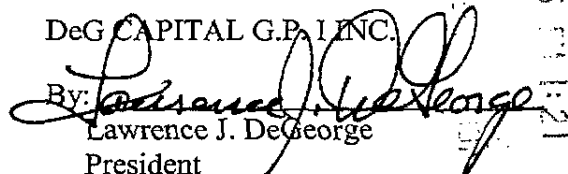
Sole General Partner:

DeG CAPITAL G.P. I INC.

By: 
Lawrence J. DeGeorge
President

The undersigned hereby accepts designation as Registered Agent for Service of Process.

DeG CAPITAL G.P. I INC.

By: 
Lawrence J. DeGeorge
President

03 MAR 25 04 12 PM '03

AFFIDAVIT OF CONTRIBUTIONS

Lawrence J. DeGeorge, the undersigned authorized representative of DeG Capital G.P. I Inc., the sole general partner (the "General Partner") of Miami Residences Holdco, LTD., a Florida limited partnership (the "Partnership"), hereby declares, deposes and says that:

1. He has this day executed the Certificate of Limited Partnership of the Partnership on behalf of the General Partner.

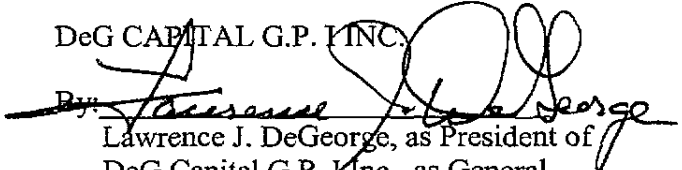
2. The total amount of the capital contribution of the limited partner of the Partnership as of the date of this Affidavit is \$4,285,710.

3. The total amount anticipated to be contributed by the limited partner of the Partnership (including the amount described in paragraph 2 hereof) is approximately \$6,571,430.

FURTHER AFFIANT SAYETH NAUGHT.

Signed and delivered as of the 24th day of March 2003.

DeG CAPITAL G.P. I INC.

By: 

Lawrence J. DeGeorge, as President of
DeG Capital G.P. I Inc., as General
Partner of Miami Residences Holdco, LTD.