

Division of Corporations

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Florida Department of State
Division of Corporations
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 DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Valencia Lakes, Ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VALENCIA LAKES, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of VALENCIA LAKES, LTD., a Florida limited partnership (the "Partnership"), hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
VALENCIA LAKES, LTD.
2. The office and principal place of business for the Partnership currently is:
2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133
3. The name and address of the agent for service of process on the Partnership

are:

Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The name and address of the General Partner of the Partnership are
TCG VALENCIA LAKES, LLC
2937 S. W. 27 Avenue, Suite 303
Coconut Grove, Florida 33133

LO3-11676

5. The mailing address of the Partnership is:
2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133

6. The latest date upon which the Partnership shall dissolve is December 31,

2053.

Filed by: J. Gensterfeld, Corp. Legal Asst.
Stearns Weaver Miller Weisler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as the sole General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: April 2, 2003

TCG VALENCIA LAKES, LLC, a Florida
limited liability company, General Partner

By: 
Lloyd P. Boggio, Manager

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for VALENCIA LAKES, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: April ____, 2003

Brian J. McDonough

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as the sole General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: April __, 2003

TCG VALENCIA LAKES, LLC, a Florida limited liability company, General Partner

By: _____
Lloyd J. Boggio, Manager

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for VALENCIA LAKES, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: April 14, 2003


Brian J. McDonough

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

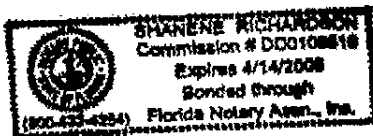
BEFORE ME, the undersigned authority, personally appeared Lloyd J. Boggio, as Manager of TCG VALENCIA LAKES, LLC, a Florida limited liability company, as General Partner of VALENCIA LAKES, LTD., a Florida limited partnership, who states as follows:


1. The aggregate capital contributions made by the Limited Partner of the Partnership to the Partnership is \$99.99.
2. It is not anticipated that the Limited Partner will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

TCG VALENCIA LAKES, LLC, a Florida
limited liability company, General Partner

By: 
Lloyd Boggio, President

The foregoing instrument was acknowledged before me this 2 day of April, 2003 by Lloyd J. Boggio, as Manager of TCG VALENCIA LAKES, LLC, a Florida limited liability company, General Partner of VALENCIA LAKES, LTD., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.




Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

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