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Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

TOPS REAL ESTATE PARTNERS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$1,837.50

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TOPS REAL ESTATE PARTNERS, LTD.,
A FLORIDA LIMITED PARTNERSHIP**


The undersigned General Partner desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I of the Florida Statutes, and hereby states the following:

1. The name of the limited partnership is TOPS Real Estate Partners, Ltd. (the "Partnership").
2. The address the principal office and the mailing address of the Partnership is 3604 South Osprey Avenue, Sarasota, Florida 34239.
3. The name and street address of the general partner of the Partnership is TOPS Real Estate Management Inc., 3604 South Osprey Avenue, Sarasota, Florida 34239.
4. The name and street address of the registered agent for service of process on the Partnership in Florida is E. John Wagner II, 200 South Orange Avenue, Sarasota, Florida 34236.
5. The latest date upon which the Partnership is to be dissolved is December 31, 2065.


Under 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.

Signed this 4th day of April 2003.

TOPS Real Estate Management Inc.,
a Florida corporation,
as General Partner of TOPS Real Estate Partners, Ltd.

By: 
Colby John Topjun
Its President

Having been named as registered agent for TOPS Real Estate Partners, Ltd., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


E. John Wagner II
Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
TOPS REAL ESTATE PARTNERS, LTD.**

The undersigned, the sole general partner of TOPS Real Estate Partners, Ltd., a Florida Limited Partnership, certifies:

The amount of capital contributions to date of the limited partners is at least \$250,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time is \$2,000,000.

Signed this 4th day of April 2003.

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.

GENERAL PARTNER:

TOPS Real Estate Management Inc.,
a Florida corporation

By:


Colby John Topjun
Its President

CLERK OF STATE
TALLAHASSEE, FLORIDA

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