

Division of Corporations

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Florida Department of State
Division of Corporations
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((H03000169574 8))

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To: Division of Corporations
Fax Number : (850) 205-0383
From: *Angie Calabrese*
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

APPROPRIATE FILE
03 APR 30 PM 2:20
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DIVISION OF CORPORATION
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FLORIDA LIMITED PARTNERSHIP

VGD PROPERTIES, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

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FAX AUDIT No. H03000169574

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VGD PROPERTIES, LTD.**

The undersigned, being the General Partner of VGD Properties, Ltd., a Florida limited partnership, does hereby execute this Certificate, and hereby affirms, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the limited partnership is:

VGD Properties, Ltd.

2. The address of the record keeping office of the limited partnership is:

2200 N.W. 84th Avenue
Miami, Florida 33178

3. The name and address of the agent for service of process on the limited partnership is:

American Information Services, Inc.
One S.E. Third Avenue
Suite 2800
Miami, FL 33131

4. The name and business address of the General Partner is :

VGD GP, Inc. *PO3 000047616*
2200 N.W. 84th Avenue
Miami, Florida 33178

5. The mailing address for the limited partnership is:

VGD Properties, Ltd.
2200 N.W. 84th Avenue
Miami, Florida 33178

6. The limited partnership shall continue in perpetuity, unless sooner dissolved.

[Signature Appears on Next Page]

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p. 4

FAX AUDIT No. H03000169574


VGD GP, INC.,
as general partner

By: 
Name: Ben Quevedo
Title: President

ACCEPTANCE OF REGISTERED AGENT

The undersigned, American Information Services, Inc., having a business address of One Southeast Third Avenue, Suite 2800, Miami, FL 33131, does hereby accept its appointment as Registered Agent of VGD Properties, Ltd., a Florida limited partnership.

**AMERICAN INFORMATION
SERVICES, INC.**

By: 
Name: Angelica M. Calabrese
Title: Assistant Secretary

Date: April 30, 2003

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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APR-30-03 12:53 From: AKERMAN SENTERFITT

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FAX AUDIT No. H03000169574

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the general partner of **VGD PROPERTIES, LTD.**, a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$100.

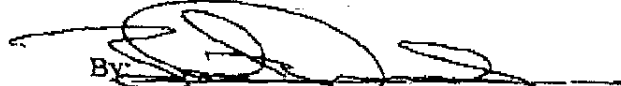
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.

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.

Dated this 20th day of April, 2003.

VGD GP, INC., as general partner

By: 
Name: Ben Quevedo
Title: President

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TALLAHASSEE, FLORIDA

03 APR 30 PM 2:20

APPROVED
AND
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