

Sep-29-2003 11:44am

**A03000001405**

Florida Department of State  
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**FLORIDA LIMITED PARTNERSHIP**

**Mermaids Manor Community Ltd.**

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$1,846.25

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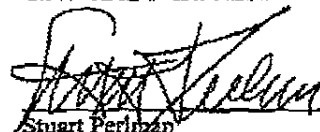
**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MERMAIDS MANOR COMMUNITY LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited partnership, as follows:

1. The name of the limited partnership ("Partnership") is Mermaids Manor Community Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 1017 Thomasville Road, Suite A, Tallahassee, Florida, 32303.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Harold Regan at 1017 Thomasville Road, Suite A, Tallahassee, Florida, 32303.
4. The name of the General Partner of the Partnership is Stuart Perlman, and the business address of the Partnership is 401 South Old Woodward Avenue, Suite 470, Birmingham, Michigan, 48009.
5. A mailing address for the partnership is 401 South Old Woodward Avenue, Suite 470, Birmingham, Michigan, 48009.
6. The latest date upon which the Partnership is to dissolve is thirty years following the date of filing of this Certificate.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this certificate this 22 day of September, 2003.

GENERAL PARTNER:

  
Stuart Perlman

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Sep-28-2003 11:45am From:RUENMCCLOSky 17FLNORTH

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ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph 3 of the Certificate of Limited Partnership of Mermaids Manor Community Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership act (1986).

  
Harold Regan, Registered Agent

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APPROVED  
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AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
MERMAIDS MANOR COMMUNITY LTD.

BEFORE ME, the undersigned, constituting the sole General Partner of Mermaids Manor Community Ltd. ("Partnership"), a Florida limited partnership certifies as follows:

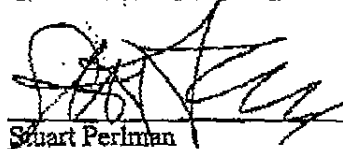
Upon the formation of the Partnership, the limited partner's contributions of cash and property to the Partnership have a value of \$815,000.00. No additional capital contributions are anticipated to be made by the limited partner.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

  
Stuart Perlman

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