

Division of Corporations

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FLORIDA LIMITED PARTNERSHIP

prime homes at waterstone phase II, ltd

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

PRIME HOMES AT WATERSTONE PHASE II, LTD

a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is PRIME HOMES AT WATERSTONE PHASE II, LTD (the "Partnership").

2. The address of the office of the Partnership is 21218 Saint Andrews Blvd., #510, Boca Raton, FL 33433.

3. The name and address of the agent for service of process on the Partnership is: Steven B. Greenfield, Esq., 7000 West Palmetto Park Rd., Suite 402, Boca Raton, FL 33433

4. The name and business address of each general partner is as follows:

Waterstone Phase II Builders, Inc., a Florida Corporation
21218 Saint Andrews Blvd., #510, Boca Raton, FL 33433.

5. The mailing address of the Partnership is: 21218 Saint Andrews Blvd., #510, Boca Raton, FL 33433.

6. The latest date upon which the Partnership will dissolve is December, 2008

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of PRIME HOMES AT WATERSTONE PHASE II, LTD., this 2 day of October, 2003.

GENERAL PARTNER:

Waterstone Phase II Builders, Inc.,
a Florida corporation

By:

Larry Abbo, V. President

VP 10.02.2003

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for PRIME HOMES AT WATERSTONE PHASE II, LTD, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned Waterstone Phase II Builders, Inc., a Florida Corporation, 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.

REGISTERED AGENT:

Waterstone Phase II Builders, Inc.,
a Florida corporation

By:


Larry Abbott, President

YR 10-02-2003

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of PRIME HOMES AT WATERSTONE PHASE II, LTD, a Florida limited partnership, certifies as follows:

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

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 2 day of October, 2003.

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:

Waterstone Phase II Builders, Inc.,
a Florida corporation

By: [Signature] 10-02-2003
Larry Abbe, Jr. President

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