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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

October 3, 2003

STEVEN MARSHALL 1301 RIVERPLACE BLVD., SUITE 1500 JACKSONVILLE, FL 32207

SUBJECT: RIVERPOINT, LTD. Ref. Number: W03000028436

We have received your document for RIVERPOINT, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Letter Number: 003A00054361

Tammi Cline Document Specialist

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



Steven E. Marshall, Paralegal

1301 Riverplace Boulevard • Suite 1500 Jacksonville, Florida 32207

9Q4 . 346 . 5530 SMarshall@rtlaw.com 904 . 398 . 3911 Main 904 . 396 . 0663 Fax www.rtlaw.com

September 26, 2003

VIA FEDEX

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re: Riverpoint, Ltd.

To Whom It May Concern:

On behalf of our client, Riverpoint, Ltd., enclosed please find for filing with the Florida Department of State a Certificate of Limited Partnership of Riverpoint, Ltd. Also enclosed is check number 1061 made payable to the Florida Department of State for \$1,785.00.

Please forward confirmation of the filing of the Certificate of Limited Partnership to my attention at the above address.

Sincerely,

Steven E. Marshall

Paralegal

Enclosures



Steven E. Marshall, Paralegal

904 . 346 . 5530 SMarshall@rtlaw.com 1301 Riverplace Boulevard • Suite 1500 Jacksonville, Florida 32207

904 . 398 . 3911 Main 904 . 396 . 0663 Fax www.rtlaw.com

October 22, 2003

VIA FEDEX

Ms. Tammi Cline Department of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re: Riverpoint of St. Johns, Ltd.

To Whom It May Concern:

On behalf of our client, Riverpoint of St. Johns, Ltd., enclosed please find a revised Certificate of Limited Partnership as well as the rejection letter dated October 3, 2003.

Please forward confirmation of the filing of the Certificate of Limited Partnership to my attention at the above address.

Sincerely

Steven E. Marshall

Paralegal

Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP OF RIVERPOINT OF ST. JOHNS, LTD.

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

- 1. The name of the limited partnership is Riverpoint of St. Johns, Ltd.
- 2. The business address of the limited partnership is:

2021 Art Museum Drive, Suite 210 Jacksonville, Florida 32207

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

Michael Antonopoulos 2021 Art Museum Drive, Suite 210 Jacksonville, Florida 32207

4. The name and address of the sole general partner is:

MCS Development Corporation 2021 Art Museum Drive, Suite 200 Jacksonville, Florida 32207

5. The mailing address of the limited partnership is:

2021 Art Museum Drive, Suite 210 Jacksonville, Florida 32207

6. The latest date upon which the limited partnership shall dissolve is December 31, 2033.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner as of the 25th day of September, 2003.

MCS DEVELOPMENT CORPORATION

Michael Antonopoulos

President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Riverpoint of St. Johns, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned hereby agrees to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Michael Antonopoulos Registered Agent

Date: as of September 25, 2003

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of Riverpoint of St. Johns, Ltd., a Florida limited partnership, hereby certifies as follows:

- 1. The amount of capital contributions to date of the limited partners is \$900,000.
- 2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$900,000.

Signed as of the 25th day of September, 2003.

Under 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.

MCS DEVELOPMENT CORPORATION

iviichael Antonopoulos

President