

Division of Corporations

Page 1 of 1

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FLORIDA LIMITED PARTNERSHIP

VILLAGE GREEN INVESTORS LTD.

Certificate of Status	0
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

VILLAGE GREEN INVESTORS LTD.

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is **VILLAGE GREEN INVESTORS LTD.**
2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

c/o Equityline Financial Group, Inc.
9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156

-
- (b) The name and address of the Partnership's agent for service of process is:

Robert E. Spielman
c/o Equityline Financial Group, Inc.
9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156

THIS DOCUMENT PREPARED BY:

Edgar Lewis, Esq.
Gunster, Yoakley & Stewart, P.A.
Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6016
Florida Bar No.: 047114

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3. The name and address of the General Partner is:

EQUITYLINE PROPERTIES, INC.
c/o Equityline Financial Group, Inc.
9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156

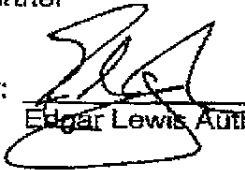
4. The mailing address for the Limited Partnership is:

c/o Equityline Financial Group, Inc.
9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156

5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2053, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative of the General Partner has hereto executed this Certificate the 16 day of December, 2003.

EQUITYLINE PROPERTIES, INC., General
Partner

By: 

Edgar Lewis Authorized Representative

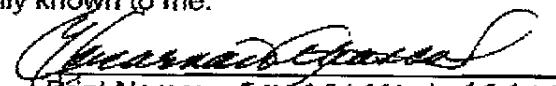
STATE OF FLORIDA)

): SS

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16th day of December, 2003, by Edgar Lewis, as an authorized representative of the EQUITYLINE PROPERTIES, INC., General Partner, who is personally known to me.

EDGAR LEWIS, ESQ.
GUNS'ER YOAKLEY & STEWART, P.A.
ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BLVD. SUITE 2400
MIAMI FLORIDA 33131-1897


Print Name: ENCARNACION ABASCAL
NOTARY PUBLIC
My Commission Expires:

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TALLAHASSEE, FLORIDA

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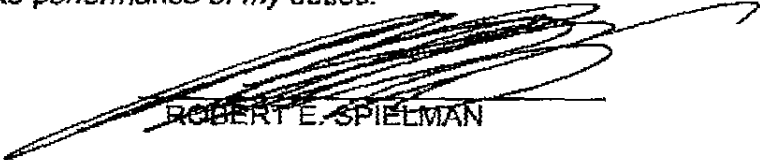
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GY&S, P.A.

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Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ROBERT E. SPIELMAN

Dated: December 16, 2003.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

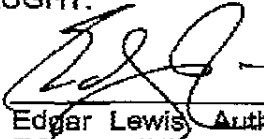
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): SS
COUNTY OF MIAMI-DADE)

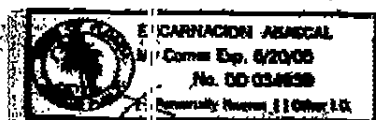
BEFORE ME, a Notary Public, personally appeared **Edgar Lewis**, as an authorized representative of the **EQUITYLINE PROPERTIES, INC.**, General Partner ("Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is an authorized representative of the **EQUITYLINE PROPERTIES, INC.**, the General Partner, and is authorized to give this Affidavit.
2. The **EQUITYLINE PROPERTIES, INC.** is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name **VILLAGE GREEN INVESTORS LTD.**
3. The capital contribution and anticipated capital of the initial limited partners is \$1,000.
4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.


Edgar Lewis, Authorized Representative of
EQUITYLINE PROPERTIES, INC., the General
Partner

The foregoing instrument was acknowledged before me this 16th day of December, 2003 by Edgar Lewis, who is personally known to me.



378872.1


Print Name: ENCARNACION ABASCAL
NOTARY PUBLIC
State of Florida
My Commission Expires:SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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