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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FLORIDA LIMITED PARTNERSHIP

MERRILL CROSSINGS, LTD.

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Estimated Charge	\$148.75

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

2-18-04

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

MERRILL CROSSINGS, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of MERRILL CROSSINGS, LTD., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
MERRILL CROSSINGS, LTD.
2. The office and principal place of business for the Partnership currently is:
1666 Kennedy Causeway
Suite 505
North Bay Village, Florida 33141
3. The name and address of the agent for service of process on the Partnership
are:
Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the sole General Partner of the Partnership
MERRILL CROSSINGS, LLC
1666 Kennedy Causeway
Suite 505
North Bay Village, Florida 33141
5. The mailing address of the Partnership is:
1666 Kennedy Causeway
Suite 505
North Bay Village, Florida 33141
6. The latest date upon which the Partnership shall dissolve is December 31,

2054.

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: February 11, 2004

MERRILL CROSSINGS, LLC, a Florida
limited liability company, as General Partner

By: 
Francisco Rojo, Vice President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for MERRILL CROSSINGS, LTD., a Florida limited partnership, and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: February 11, 2004


Brian J. McDonough

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared Francisco Rojo as Vice President of MERRILL CROSSINGS, LLC, a Florida limited liability company, as sole General Partner of MERRILL CROSSINGS, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

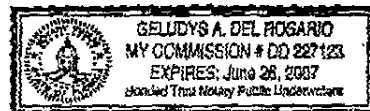
1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.00.
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

MERRILL CROSSINGS, LLC, a Florida
limited liability company, as General Partner

By: 
Francisco Rojo, Vice President

The foregoing instrument was acknowledged before me this 11th day of February, 2004 by Francisco Rojo, as Vice President of MERRILL CROSSINGS, LLC, a Florida limited liability company, as General Partner of MERRILL CROSSINGS, LTD., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

Geludys A. del Rosario
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.: DD 227123
My Commission Expires: 6/26/07



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