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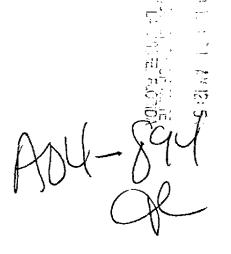
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| Certified Copies | _ Certificates | of Status |
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| Special Instructions to | Filing Officer: | |
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Office Use Only



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ZIMMER AND ZIMMER, L.L.P.

ATTORNEYS AT LAW
III PRINCESS STREET

WILMINGTON, NORTH CAROLINA 28401-3997

TELEPHONE (910) 763-4669 TELECOPIER (910) 762-1999

HERBERT J. ZIMMER JEFFREY L. ZIMMER (RETIRED)

MAILING ADDRESS

FOST OFFICE BOX 2628

WILMINGTON, NORTH CAROLINA 28402

May 19, 2004

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

RE:

ZP NO. 154 MEMBER, INC.

ZP NO. 154, LIMITED PARTNERSHIP

Dear Sir:

Please find enclosed herewith the following items in connection with the above-referenced entities:

- 1. Duplicate original Articles of Incorporation for ZP NO. 154 Member, Inc.;
- 2. Duplicate original Certificate of Limited Partnership for ZP NO. 154, Limited Partnership; and
 - 3. Check in the amount of \$157.50.

I would greatly appreciate your filing the Articles of Incorporation first, then filing the Certificate of Limited Partnership. Thereafter, please return a <u>filed stamped copy</u> of the document to me indicating the date and time of filing, as well as a receipt for the filing fee paid.

Thank you very much for your assistance in connection with this matter

Sincerely,

ZIMMER AND ZIMMER, L.L.P.

Donna L. Dickens

Assistant to Herbert J. Zimmer

/dld Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP

| 1. | ZP NO. 154, LIMITED PARTNERSHIP (Name of Limited Partnership must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership") | | | |
|---|---|---|--|--|
| 2. | 111 Princess Street, Wilmington, North Carolina 28401 (Business address of Limited Partnership) | | | |
| 3. | CT Corporation System (Name of Registered Agent for Service of Process | | | |
| 4. | 1200 South Pine Island Road, Plantation, Florida 33324 (Florida street address for Registered Agent) | | | |
| 5. | (Registered Agent must sign here to accept designation | MARY R. ADAMS ASSISTANT SECRETARY tion as Registered Agent for Service of Process) | | |
| 6. | Post Office Box 2628, Wilmington, North Carolina 28402 (Mailing Address of the Limited Partnership) | | | |
| 7. | | | | |
| 8. | Name(s) of general partner(s): | Street address: | | |
| | ZP NO. 154 MEMBER, INC. POY - 84930 | 111 Princess Street, Wilmington, NC 28401 | | |
| Under penalties of perjury, I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct. | | | | |
| Signed | d this 19th day of May, 20 | 904. Sin 12 Sin | | |
| Signati | ture of all general partners: | O. 154 MEMBER, INC. | | |
| | ZP N By: | Jeffrey L. Zimmer President | | |

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

| contents thereof and that the facts stated herein are true and correct. |
|--|
| Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the |
| FURTHER AFFIANT SAYETH NOT: |
| Signed this 19th day of May, 2004. |
| The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990.00. |
| The amount of capital contributions to date of the limited partners is \$990.00. |
| a Florida limited partnership, certify: |
| The undersigned, constituting all of the general partners of <u>ZP NO. 154, Limited Partnership</u> , |

BY: