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

From: Account Name : KAY LAW OFFICES  
Account Number : I20020000074  
Phone : (561)207-6200  
Fax Number : (561)207-6201

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**FLORIDA LIMITED PARTNERSHIP**

**CD90 MERCANTILE PLAZA, LTD.**

Certificate of Status	1
Certified Copy	0
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Estimated Charge	\$1,793.75

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H04000134630 3

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CD90 Mercantile Plaza, Ltd.**

This Certificate of Limited Partnership is prepared and filed in accordance with the provisions of the Uniform Limited Partnership Act as contained in Chapter 620 of the Florida Statutes.

The name of this Partnership is CD90 Mercantile Plaza, Ltd.

1. The location of the principal place of business of the Partnership shall be: 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442, and the name and address of the agent for service of process is: Kay Law Offices, c/o James R. Kay, Esq., 700 Village Square Crossing, Suite 102B, Palm Beach Gardens, Florida 33410.

*LO4-48579*

2. The name and address of the General Partner is as follows: Flataur CD90, LLC, a Florida limited liability company, 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.

3. The mailing address of the Partnership is: 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.

4. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events: (a) the determination of all Partners in the Partnership; (b) the withdrawal or deemed withdrawal pursuant to the Partnership Agreement of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in the Partnership Agreement; (c) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement); or (d) midnight on December 31, 2054.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the 28<sup>th</sup> day of JUNE, 2004, and hereby affirms under the penalties of perjury that the facts stated in this Certificate are true.

GENERAL PARTNER:  
FLATAUR CD90, LLC,  
a Florida limited liability company

By: *Linda Kassoff*  
Linda Kassoff, its Manager  
[Print Name]

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James R. Kay, Esquire  
Florida Bar No. 298166  
Kay Law Offices  
700 Village Square Crossing, Suite 102B  
Palm Beach Gardens, Florida 33410  
Telephone: (561) 207-6200

H04000134630 3

H04000134630 3

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent, is familiar with, and accepts the obligations of, Section 620.192, Florida Statutes.

Kay Law Offices

Date: JUNE 28, 2004

By: \_\_\_\_\_

  
James R. Kay, President

H04000134630 3

**AFFIDAVIT**

STATE OF FLORIDA )

COUNTY OF BROWARD )

Before me, the undersigned authority duly authorized to acknowledge oaths, personally appeared LINDA G. KASSOFF, as Manager of FLATAUR CD90, LLC, a Florida limited liability company, the General Partner of CD90 Mercantile Plaza, Ltd., a Florida limited partnership, who upon oath duly sworn deposed and stated as follows:

That he/she is a Manager of FLATAUR CD90, LLC, a Florida limited liability company, the General Partner of CD90 Mercantile Plaza, Ltd., a Florida limited partnership (the "Partnership"), and has the authority to make this Affidavit on behalf of the Partnership.

That the amount of the capital contributions of the Limited Partners of the Partnership, and the total amount anticipated to be contributed by the Limited Partners of the Partnership is \$5,000,000.00.

Further, Affiant sayeth naught.

GENERAL PARTNER:  
FLATAUR CD90, LLC,  
a Florida limited liability company

By: *Linda Kassoff*  
Linda Kassoff, its Manager  
[Print Name]

Sworn to and subscribed before

me this 25 day of JUNE, 2004.

*Molly Steinfeld*  
Notary Public

Printed or typed name: MOLLY STEINFELD

Personally known  OR produced identification

Type of identification: \_\_\_\_\_

My Commission Expires: 8-18-2005

(SEAL)



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