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Division of Corporations

Page 1 of 1

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FLORIDA LIMITED PARTNERSHIP

Oaks at Stone Fountain Limited Partnership

Certificate of Status	1
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
OAKS AT STONE FOUNTAIN LIMITED PARTNERSHIP**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of OAKS AT STONE FOUNTAIN LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be OAKS AT STONE FOUNTAIN LIMITED PARTNERSHIP.

2. The address of the initial office where records shall be kept shall be 3131 Clark Road, Suite 203, Sarasota, Florida 34231. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The names and initial business addresses of the General Partner(s) are:

Beneficial Oaks at Stone Fountain LLC
a Florida limited liability company
3131 Clark Road, Suite 203
Sarasota, Florida 34231

605-6997

4. The initial mailing address of the limited partnership is 3131 Clark Road, Suite 203, Sarasota, Florida 34231.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2065.

This Certificate has been executed by the undersigned as of the 26 day of January, 2005.

GENERAL PARTNER:

BENEFICIAL OAKS AT STONE FOUNTAIN LLC
a Florida limited liability company

By: RLI Beneficial Holdings 2005 LLC, a
Florida limited liability company, its Member

By: 
Donald W. Paxton, Manager


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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for OAKS AT STONE FOUNTAIN LIMITED PARTNERSHIP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.192, Florida Statutes.

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC., a Florida corporation

By: 
Name: Jarline Myers
Its: Vice President

Dated this 27th day of January, 2005.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of OAKS AT STONE FOUNTAIN LIMITED PARTNERSHIP, and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of OAKS AT STONE FOUNTAIN LIMITED PARTNERSHIP with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

BENEFICIAL OAKS AT STONE FOUNTAIN LLC
a Florida limited liability company

By: RLI Beneficial Holdings 2005 LLC, a
Florida limited liability company, its Member

By: [Signature]
Donald W. Paxton, Manager

Dated this 26 day of January, 2005.

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 26 day of January, 2005, by Donald W. Paxton, as a Manager of RLI Beneficial Holdings 2005 LLC, a Florida limited liability company, the sole Member of Beneficial Oaks at Stone Fountain LLC, a Florida limited liability company, as general partner of Oaks at Stone Fountain Limited Partnership, a Florida limited partnership. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

[Signature]
(Signature of Notary Public)

LISA A. VOGES
(Typed or printed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires: _____

