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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
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FLORIDA LIMITED PARTNERSHIP

Sunny Living Ltd.

Certificate of Status	1
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Page Count	045
Estimated Charge	\$1,793.75

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 8, 2005

SUNNY LIVING LP
121 ALHAMBRA PLAZA, 10TH FLOOR
CORAL GABLES, FL 33134SUBJECT: SUNNY LIVING LP
REF: WD5000006345

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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CERTIFICATE OF LIMITED PARTNERSHIP

1. The name of the Limited Partnership is

Sunny Living Ltd.

2. The business address of the Limited Partnership is:

121 Alhambra Plaza

10th Floor

Coral Gables FL 33134

3. The name and Florida street address of the registered agent for service of process of the Limited Partnership is:

Mark S. Scott, Esq.

Becker & Poliakoff, P.A.

121 Alhambra Plaza, 10th Floor

Coral Gables FL 33134

4. The mailing address of the Limited Partnership is:

121 Alhambra Plaza

10th Floor

Coral Gables FL 33134

5. The latest date upon which the Limited Partnership is to be dissolved is February 3, 2035 unless the Limited Partnership is continued by the consent of all partners.

6. The name and address of the general partner of the Limited Partnership is:

ImmoTrust, LLC

121 Alhambra Plaza

10th Floor

Coral Gables FL 33134

LO4 - 36459

Signed on February 8, 2005 by the undersigned representative of each general partner.


MARK S. SCOTT, ESQ.

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TALLAHASSEE, FLORIDA

Mark S. Scott, Esq. | FL Bar Member
Becker & Poliakoff, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables FL 33134
305-262-4433

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of Sunny Living Ltd., a Florida Limited Partnership, certify:

The amount of the capital contributions to date of the limited partners is:
\$1,000

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$50,000,000

Under the 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 to the best of my knowledge.


MARK S. SCOTT, ESQ.

Date: February 8, 2005

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Mark S. Scott, Esq. 1 FL Bar Member
Becker & Pollakoff, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables FL 33134
305-262-4433

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED PARTNERSHIP:

Sunny Living Ltd.

REGISTERED AGENT/OFFICE:

Mark S. Scott, Esq.
Becker & Poliakoff, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the limited partnership named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


MARK S. SCOTT, ESQ.

Date: February 8, 2005

Mark S. Scott, Esq. | FL Bar Member
Becker & Poliakoff, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables FL 33134
305-262-4433

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