

04-14-2005 11:31am

From-GREENBERG TRAUIG

P.001/005 E-548

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Florida Department of State
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To:

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

From:

Account Name : GREENBERG TRAUIG (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 650-7900
Fax Number : (561) 655-6222

FLORIDA LIMITED PARTNERSHIP

USA Closing Company Limited Partnership

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

March 31, 2005

GREENBERG TRAUIG (WEST PALM BEACH)

SUBJECT: USA CLOSING COMPANY LIMITED PARTNERSHIP
REF: W05000016393

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.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

FAX And. #: H05000077565
Letter Number: 205A00022024

REGISTRATION APPLICATION OF GENERAL PARTNER SUBMITTED FOR FILING ON 04/14/05.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
USA CLOSING COMPANY LIMITED PARTNERSHIP**

The undersigned desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

USA Closing Company Limited Partnership (the "Partnership").

2. Business Address of the Partnership. The office address of the Partnership is located at:

1665 Palm Beach Lakes Boulevard, Suite 900
West Palm Beach, FL 33401

3. Registered Agent and Office. The name and address of the Registered Agent of the Partnership for service of process are:

David M. Layman, Esq.
Greenberg Traurig, P.A.
777 S. Flagler Drive, Suite 300 East
West Palm Beach, FL 33401

4. Mailing Address of the Partnership. The mailing address of the Partnership is:

1665 Palm Beach Lakes Boulevard, Suite 900
West Palm Beach, FL 33401

5. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is December 31, 2055.

6. Name and Address of the General Partner. The name and address of the General Partner of the Partnership are:

TSE of PENNSYLVANIA, L.L.C.
2987 Babcock Boulevard, Suite 101
Pittsburgh, PA 15237

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 25th day of March, 2005.

TSE OF PENNSYLVANIA, L.L.C., a
Pennsylvania limited liability company


By: TitleSoutheast, Inc., a Florida Corp.
as its Member


By: Mark P. Valerio, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN SECTION 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 24th day of March, 2005.


David M. Layman, Registered Agent

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the General Partner of USA Closing Company Limited Partnership, a Florida limited partnership, certifies:

1. The amount of capital contributions to date of the limited partners is \$3,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,000.00.

FURTHER AFFIANT SAYETH NOT.

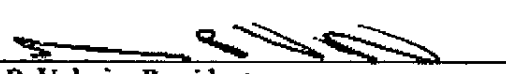
Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated therein are true and correct.

Dated: March 25th, 2005.

General Partner:

**TSE OF PENNSYLVANIA, L.L.C., a Pennsylvania
limited liability company**

By: TitleSoutheast, Inc., a Florida Corporation
as its Member


By: Mark P. Valerio, President

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