

Division of Corporations

Page 1 of 1

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Division of Corporations
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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP**TOWERS CL, LTD.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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TALLAHASSEE, FLORIDA

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FAX AUDIT NO.: B05000093263

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TOWERS CL, LTD.

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is **TOWERS CL, LTD.**

2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

c/o Equityline Financial Group, Inc.
9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156

(b) The name and address of the Partnership's agent for service of process is:

Robert E. Spielman
c/o Equityline Financial Group, Inc.
9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156

3. The name and address of the General Partner is:

EQUITYLINE PROPERTIES, INC.
c/o Equityline Financial Group, Inc.
9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156

799-75882

THIS DOCUMENT PREPARED BY:

Edgar Lewis, Esq.
Gunster, Yoakley & Stewart, P.A.
Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6016
Florida Bar No.: 047114

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FAX AUDIT NO.: B05000093263

FAX AUDIT NO.: H05000093263

4. The mailing address for the Limited Partnership is:

c/o C.R.E.S. Management, L.L.C.
2300 Main
Suite 910
Kansas City, MO 64108

5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2055, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative of the General Partner has hereto executed this Certificate the 14th day of April, 2005.

EQUITYLINE PROPERTIES, INC.,
General Partner

By: [Signature]
Edgar Lewis,
Authorized Representative

STATE OF FLORIDA)
): SS
COUNTY OF MIAMI-DADE)


The foregoing instrument was acknowledged before me this 14th day of April, 2005, by Edgar Lewis, as an authorized representative of the EQUITYLINE PROPERTIES, INC., General Partner, who is personally known to me.

[Signature]
Print Name:
NOTARY PUBLIC
My Commission Expires:



FAX AUDIT NO.: H05000093263

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ROBERT E. SPIELMAN

Dated: April 14, 2005.

05 APR 15 PM 11:21
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H05000093263

AFFIDAVIT

STATE OF FLORIDA)
): SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared **Edgar Lewis**, as an authorized representative of the EQUITYLINE PROPERTIES, INC., General Partner ("Affiant"), who, after first being duly sworn, under oath, deposes and states that:

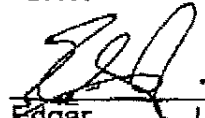
1. Affiant is an authorized representative of the EQUITYLINE PROPERTIES, INC., the General Partner, and is authorized to give this Affidavit.

2. The EQUITYLINE PROPERTIES, INC. is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name **TOWERS CL, LTD.**

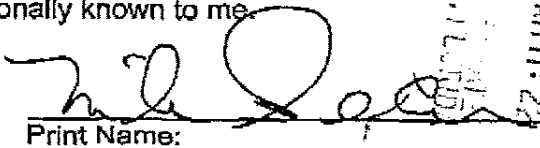
3. The capital contribution and anticipated capital of the initial limited partners is \$1,000.

4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.


Edgar Lewis, Authorized
Representative of EQUITYLINE
PROPERTIES, INC., the General
Partner

The foregoing instrument was acknowledged before me this 14th day of April, 2005 by Edgar Lewis, who is personally known to me.


Print Name:
NOTARY PUBLIC
State of Florida
My Commission Expires:

MIAMI410047.1

