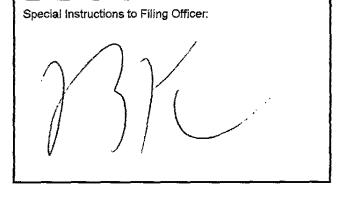
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SECRETARY OF STATE





ACCOUNT NO. : 072100000032

REFERENCE: 365430

7236924

AUTHORIZATION :

COST LIMIT : \$ 1785.00

ORDER DATE: May 11, 2005

ORDER TIME : 4:02 PM

ORDER NO. : 365430-010

CUSTOMER NO: 7236924

CUSTOMER: Gary A. Korn, Esq

Leopold, Korn & Leopold, P.a.

Suite 501

20801 Biscayne Blvd. Aventura, FL 33180

### DOMESTIC FILING

NAME:

MORTGAGE INVESTMENT GROUP 54,

LTD.

## EFFECTIVE DATE:

	CERTIF	CATE	' INCORPOR OF LIMIT 'ORGANIZA	ED 1	PARTNE	RSH:	IP
PLEASE	RETURN	THE	FOLLOWING	AS	PROOF	OF	FILING:
XX	_ CERTII _ PLAIN		COPY				

CONTACT PERSON: Sara Lea - EXT. 2914

\_\_\_\_ CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

SAN BOOK SEC. 2253. GS

# CERTIFICATE OF LIMITED PARTNERSHIP OF MORTGAGE INVESTMENT GROUP 54, LTD.

SAN TO STAND OF THE PARTY OF TH WE, the undersigned, desiring to form a Limited Partnership, and pursuant to the Florid Revised Uniform Limited Partnership Act as set forth in Sections 620.101 et seq., of the Flora Statutes, do hereby certify:

- The name of the entity under which such Limited Partnership is to be conducted is MORTGAGE INVESTMENT GROUP 54, LTD.
- The address of the office of the Limited Partnership is 307 South 21st Avenue. Hollywood, Florida 33020.
- The agent for service of process upon the Limited Partnership is HARVEY BIRDMAN. whose address is 307 South 21st Avenue, Hollywood, Florida 33020.
- The name and business address of the sole general partner of the Limited Partnership is AVALON DEVELOPMENT OF ORANGE COUNTY, L.L.C., a Florida limited liability company, 307 South 21st Avenue, Hollywood, Florida 33020.
- The name and business address of the sole limited partner of the Limited Partnership is GARY A. KORN, Trustee, 20801 Biscayne Boulevard, Suite 501, Aventura, Florida 33180.
- 6. The mailing address of the Limited Partnership is 307 South 21st Avenue, Hollywood, Florida 33020.
  - The latest date upon which the Limited Partnership is to dissolve is January 1, 2015.

DATED this \_\_\_\_\_\_ day of May, 2005.

### **GENERAL PARTNER:**

AVALON DEVELOPMENT OF ORANGE COUNTY, L.L.C., a Florida limited liability company

SUNVEST RESORT COMMUNITIES, L.C., a By:

Florida limited liability company, its Manager

RVEY BIRDMAN, Manager

MITED PARTN

GARY A. KORN, Trustee

[Notarial acknowledgments continued on next page]

LEOPOLD, KORN & LEOPOLD, P.A.

[Notarial ackno	wledgments continued from previous page]
STATE OF FLORIDA	) ) SS:
COUNTY OF MIAMI-DADE	)
HARVEY BIRDMAN, Manager of	as acknowledged before me this <u>io h</u> day of May, 2005, by SUNVEST RESORT COMMUNITIES, L.C., a Florida limited ALON DEVELOPMENT OF ORANGE COUNTY, L.L.C., a who is personally known to me.
JOAN C HECTOR  Notary Public - State of Florida  My Comm. Expires Nov 30, 200  Commission # DD 167207	
STATE OF FLORÍDA COUNTY OF MIAMI-DADE	) ) SS: )
The foregoing instrument wa GARY A. KORN, Trustee, who is My Commission Expires:	s acknowledged before me this day of May, 2005, by personally known to the Notary Pytolic, State of Florida
JOAN C HECTOR  Notary Public - State of Flori My Comm. Expires Nov 30, 21  Commission # DD 167207	006

# ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the designation of Registered Agent as set forth in this Certificate of Limited Partnership for MORTGAGE INVESTMENT GROUP 54, LTD., a Florida Limited Partnership.

Y BIRDMAN, Registered Agent

//LEOPOLD, KORN & LEOPOLD, P.A.

20801 Biscayne Soulevard, Suite 501, Aventura, FL 33180 Telephone: 305-935-3500

# **AFFIDAVIT**

STATE OF FLORIDA	) )SS:	
COUNTY OF MIAMI-DADE	)	
BEFORE ME, the undersig ("Affiant"), who being first duly swo	gned authority, personally appea orn, upon oath, states as follows:	red HARVEY BIRDMAN
1. That Affiant is the Marlimited liability company, the Manag L.L.C., a Florida limited liability com Affidavit on behalf of the Company.	npany (the "Company"), and is du	T OF ORANGE COUNTY,
2. That the Company is GROUP 54, LTD., a Florida limited p Trustee is the sole limited partner of		
3. That the amount of the anticipated to be contributed by the s	e capital contribution of the sole lin sole limited partner is as follows:	nited partner and the amount
Amount contributed:		\$ 100.00
Amount anticipated to be contributed	1	\$ 999,900.00
FURTHER AFFIANT SAY	HARWEY BIRDMAN -	
SWORN TO, ACKNOWL. May, 2005, by HARVEY BIRDMAN	EDGED AND SUBSCRIBED b	pefore me this 10th day of wn to me.
My Commission Expires:		
-	Notary Public, State of F	lorida
JOAN C HECTOR  Notary Public - State of Florida  My Comm. Expires Nov 30, 2006  Commission # DD 167207	Print Name:	