

**A 05000006935**

Florida Department of State  
 Division of Corporations  
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 05 MAY 11 PM 4: 04  
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**FLORIDA LIMITED PARTNERSHIP**  
**BUTTERS REAL ESTATE FUND III, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BUTTERS REAL ESTATE FUND III, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole general partner of Butters Real Estate Fund III, Ltd., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

- 1. The name of the Limited Partnership is:  
Butters Real Estate Fund III, Ltd.
- 2. The office and principal place of business for the Partnership currently is:  
4811 Lyons Technology Parkway, Suite 6  
Coconut Creek, Florida 33073
- 3. The name and address of the agent for service of process on the Partnership is:  
Malcolm Butters  
4811 Lyons Technology Parkway, Suite 6  
Coconut Creek, Florida 33073
- 4. The name and address of the sole general partner of the Partnership is:  
Butters Capital III, LLC  
4811 Lyons Technology Parkway, Suite 6  
Coconut Creek, Florida 33073
- 5. The mailing address of the Partnership is:  
4811 Lyons Technology Parkway, Suite 6  
Coconut Creek, Florida 33073
- 6. The latest date upon which the Partnership shall dissolve is December 31, 2055.

STATE OF FLORIDA  
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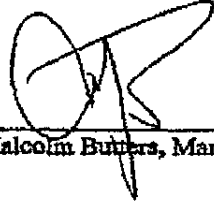
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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole general partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: May 10, 2005


BUTTERS CAPITAL III, LLC, a Florida limited liability company, as sole general partner

By:   
Malcolm Butters, Manager

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Malcolm Butters hereby accepts his appointment as registered agent for Butters Real Estate Fund II, Ltd., a Florida limited partnership, and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: May 10, 2005

  
Malcolm Butters

TALLAHASSEE, FLORIDA  
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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared Malcolm Butters as manager of Butters Capital III, LLC, a Florida limited liability company, as sole general partner of Butters Real Estate Fund III, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$100.00.
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

BUTTERS CAPITAL III, LLC, a Florida limited liability company, as sole General Partner

By: [Signature]  
Malcolm Butters, Manager

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of May 2005 by Malcolm Butters as manager of Butters Capital III, LLC, a Florida limited liability company, as sole general partner of Butters Real Estate Fund III, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

[Signature]  
Print or Stamp Name: \_\_\_\_\_  
Notary Public, State of Florida at Large  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

OFFICIAL NOTARY SEAL  
LOUISE J ALLEN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC819984  
MY COMMISSION EXPIRES MAR. 22 2008

IAW-0005179007Certificate of LP - BREF III Ltd.doc