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MOY-24-2005 11:03

GUNSTER YOAKLEY

P.01/03

Florida Department of State
Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

Mainstreet at Midtown Limited Partnership

Certificate of Status	1
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05/25/05

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CERTIFICATE OF LIMITED PARTNERSHIP

1. Mainstreet at Midtown Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 3399 PGA Blvd., Suite 450, Palm Beach Gardens, FL 33410
(Business address of Limited Partnership)

3. Peter D. Cummings & Associates, Inc.
(Name of Registered Agent for Service of Process)

4. 3399 PGA Blvd., Suite 450, Palm Beach Gardens, FL 33410
(Florida street address for Registered Agent)
Peter D. Cummings & Associates, Inc.

5. By
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 3399 PGA Blvd., Suite 450, Palm Beach Gardens, FL 33410
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 6/1/2015

8. Name(s) of general partner(s): _____ Street address: _____

Midtown GP, Inc.
PO 50000 75626

3399 PGA Blvd., Suite 450
Palm Beach Gardens, FL 33410

Under 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.

Signed this 25th day of MAY, 2005.

Signature of all general partners:

General Partner

General Partner

General Partner

Midtown GP, Inc.

By: 

General Partner
David A. Dean, Vice President

General Partner

General Partner

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of _____
Mainstreet at Midtown Limited Partnership _____,

a Florida Limited Partnership, certify:


The amount of capital contributions to date of the limited partners is \$ 1.00 .

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 12,500,000.00 .

Signed this 20th day of May , 2005 .

FURTHER AFFIANT SAYETH NOT.

*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.*

Midtown GR, Inc.
By: 
General Partner
David A. Dean, Vice President

General Partner

General Partner

General Partner

General Partner

General Partner

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