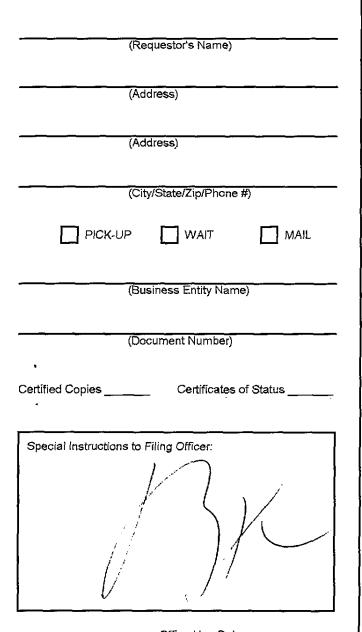
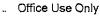
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01 VISION A PERMISONS



CORPDIRECT AGENTS, INC. (formerly CCRS) 103 N. MÉRIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301 222-1173

FILING COVER SHEET ACCT. #FCA-14

CONTACT:

Examiner's Initials

KATIE WONSCH

DATE:

06/01/2005

REF. #:

000672.38644

CORP. NAME: <u>VIDA ESTERO BEACH, LTD.</u>

CERTIFIED COPY () CI	ERTIFICATE OF GOOD STANDING	(XX) PLAIN STAMPED COPY		
EASE RETURN:				
<u> </u>	COST LI	MIT: \$		
THORIZATION FOR AC	CCOUNT IF TO BE DEBITE	ED:		
STATE FEES PREPAID WITH CHECK# <u>20988</u> FOR \$ <u>1793.75</u>				
OTHER:				
CERTIFICATE OF CANCELLATION				
REINSTATEMENT	() MERGER	() WITHDRAWAL		
FOREIGN QUALIFICATION	(XX) LIMITED PARTNERSHIP	() LIMITED LIABILITY		
ANNUAL REPORT	() TRADEMARK/SERVICE MARK	() FICTITIOUS NAME		
ARTICLES OF INCORPORATION	() ARTICLES OF AMENDMENT	() ARTICLES OF DISSOLUTION		
	ANNUAL REPORT FOREIGN QUALIFICATION REINSTATEMENT CERTIFICATE OF CANCELLATION OTHER: ATE FEES PREPAID WI THORIZATION FOR ACCEPTATE OF THE ACC	COST LICENSTATEMENT () MERGER CERTIFICATE OF CANCELLATION OTHER: ATE FEES PREPAID WITH CHECK# 20988 FOR \$ 1. CHORIZATION FOR ACCOUNT IF TO BE DEBITE COST LICENSE RETURN: CERTIFIED COPY () CERTIFICATE OF GOOD STANDING		

FILE SECOND!

CERTIFICATE OF LIMITED PARTNERSHIP OF VIDA ESTERO BEACH, LTD.

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida:

- 1. Name of Partnership. The name of the Partnership shall be VIDA ESTERO BEACH, LTD.
- 2. Address of Recordkeeping Office; Agent for Service of Process. The records to be kept pursuant to Florida Statutes Section 620.106 shall be located at 777 South Harbour Island Boulevard, Suite 925, Tampa, Florida 33602, and the name of the Partnership's agent for service of process at said address is C. Jae Heinberg.
- 3. Name and Business Address of the General Partner. The name and address of the General Partner are as follows:

VIDA ESTERO BEACH, INC., a Florida corporation Suite 925

VIDA ESTERO BEACH, INC., The suite 925

Tampa, Florida 33602

- 4. Mailing Address for the Limited Partnership. The mailing address for the Limited Partnership shall be 777 South Harbour Island Boulevard, Suite 925, Tampa, Florida 33602.
- 5. Term. The term for which the Partnership is to exist shall be fifty (50) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for VIDA ESTERO BEACH, LTD.

DATED this 27 day of 100, 2005.

GENERAL PARTNER:

VIDA ESTERO BEACH, INC.,

a Florida corporation

C. Jae Heinberg, President

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and	I designated to accept service of process for the
within-named Limited Partnership, at the place	designated herein, 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.	
Dated: May 27 , 2005	Ca-H
	C. JAE HEINBERG

AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF VIDA ESTERO BEACH, LTD.

- I, C. JAE HEINBERG, being the President of VIDA ESTERO BEACH, INC., a Florida corporation, the sole General Partner of VIDA ESTERO BEACH, LTD., a Florida limited partnership (the "Partnership"), who, upon being sworn, certifies as follows:
 - 1. The limited partners have contributed \$0.00 of capital to the Partnership.
- 2. It is anticipated that \$5,000,000.00 shall be contributed by the limited partners in the future.

DATED this 21 day of May 2005.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

GENERAL PARTNER:

VIDA ESTERO BEACH, INC.,

a Florida corporation

C. Jae Heinberg, President

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was ackn 2005, by C. JAE HEINBERG BEACH, INC. & Florida corporation, the sol	owledged before me this 21 day of G, being the President of VIDA ESTERO
personally known to me on who produced	as identification.
	Notary Public
	Print Name:
I- Ctorn-Varns	Commission No:
Linda Starr-Kerns	My Commission Expires:

