

JUN. 13. 2005 10:46AM  
DIVISION OF CORPORATIONS

HAILE SHAW PFAFF

10.966 P.p. 1 of 1

**H0500000 1100**

Florida Department of State  
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**FLORIDA LIMITED PARTNERSHIP**

Veranda Shoppes, Ltd.

05 JUN 13 AM 8:44  
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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
VERANDA SHOPPES, LTD.**

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1988 (the "Act"), does hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

1. The name of the Partnership is Veranda Shoppes, Ltd.
2. The name and address of the registered agent of the Partnership upon whom process may be served is Stephen M. Douglas, 120 E. Palmetto Park Road, Suite 410, Boca Raton, FL 33432.
3. The name of the sole General Partner of the Partnership is Veranda Shoppes, LLC, a Florida limited liability company, and its business address is 120 E. Palmetto Park Road, Suite 410, Boca Raton, FL 33432. *LOS 0000 58026*
4. The mailing address of the Partnership is 120 E. Palmetto Park Road, Suite 410, Boca Raton, FL 33432.
5. The latest date on which the Partnership is to be dissolved is December 31, 2055.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on the 13<sup>th</sup> day of June, 2005.

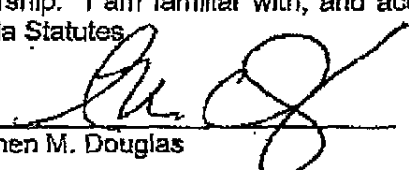
VERANDA SHOPPES, LLC

By: 

Stephen M. Douglas, Manager

**ACCEPTANCE BY REGISTERED AGENT**

THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid Limited Partnership. I am familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

  
Stephen M. Douglas

June 13, 2005

SECRETARY OF STATE  
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HAILE SHAW PFAFF

NO. 966 P. 3

H05-145690

**AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS**

THE UNDERSIGNED, constituting the duly authorized representative of the sole general partner of VERANDA SHOPPES, LTD., a Florida limited partnership, hereby certifies that the amount of capital contributions of the Limited Partners of such Partnership and the amount anticipated to be contributed by them is a total of seven thousand five hundred dollars (\$7,500).

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, the undersigned declares that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

VERANDA SHOPPES, LLC

By: 

Stephen M. Douglas, Manager

June 13, 2005

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