

JUL-14-05 THU 05:34 PM MCGUIRE WOODS LLP

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

VCP-Mayport Basin, Ltd.

Certificate of Status	1
Certified Copy	1
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05 JUL 15 PM 2:47

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H05000170839 3

**CERTIFICATE OF LIMITED PARTNERSHIP OF
VCP-MAYPORT BASIN, LTD.**

The undersigned, in order to form a limited partnership (the "Partnership") in accordance with Sections 620.105, 620.108, and 620.114 of the Florida Statutes, certifies the following:

1. The name of the Partnership is VCP-MAYPORT BASIN, LTD.
2. The street address and mailing address of the principal place of business of the Partnership in the state of Florida is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.
3. The name and address of the initial registered agent of the Partnership in the state of Florida is Mark T. Farrell, 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.
4. The name and address of the general partner of the Partnership is as follows:

NameAddress

VCP-MAYPORT BASIN, LLC

3020 Hartley Road, Suite 300
Jacksonville, FL 32257

LOS-64599

5. The term for which the Partnership is to exist as a limited partnership shall commence on the date of filing and shall continue until December 31, 2055, unless sooner dissolved in accordance with the then current limited partnership agreement for VCP-MAYPORT BASIN, LTD., or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned general partner has executed this Certificate of Limited Partnership this 14th day of July, 2005.

VCP-MAYPORT BASIN, LLC, a
Florida limited liability company,
its General Partner

BY: VESTCOR, INC., its Manager

By: ML TF
Mark T. Farrell, President

05 JUL 15 PM 2:47

H05000170839 3

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
VCP-MAYPORT BASIN, LTD.**

Pursuant to Chapter 620, Florida Revised Uniform Limited Partnership Act, Mark T. Farrell, located at 3020 Hartley Road, Suite 300, Jacksonville, Florida, 32257, having been named as registered agent to accept service of process upon VCP-MAYPORT BASIN, LTD., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 10th day of July, 2005.


Mark T. Farrell, Registered Agent

H05000170839 3

H05000170839 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

The undersigned constituting all of the general partners of VCP-MAYPORT BASIN, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000,000.

Signed this 10TH day of July, 2005.

FURTHER AFFIANT SAYETH NOT.

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

VCP-MAYPORT BASIN, LLC, a
Florida limited liability company,
its General Partner

BY: VESTCOR, INC., its Manager

By: ML TF
Mark T. Farrell, President

H05000170839 3