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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

LAFAYETTE SQUARE II, LTD.

2005 AUG 19 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	1
Certified Copy	1
Page Count	06
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MEMORANDUM

TO: Florida Department of State
FROM: Maritza Villar
RE: Lafayette Square II, Ltd.
DATE: August 19, 2005

The Articles of Organization of CMF Lafayette Plaza, LLC, the co-general partner of the above-referenced limited partnership, were filed contemporaneously herewith.

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TALLAHASSEE, FLORIDA

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STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LAFAYETTE SQUARE II, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, being the General Partners of Lafayette Square II, Ltd. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be LAFAYETTE SQUARE II, LTD.
2. The address of the office where records shall be kept shall be 120 Forbes Boulevard, Mansfield, Massachusetts 02048. The name and address of the registered agent for service of process is Terry M. Lovell, 150 West Flagler Street, Suite 2200, Miami, Florida 33130.
3. The names and the business addresses of the General Partners are Lafayette Square II LLC, a Florida limited liability company, c/o Gatehouse Group, Inc., 120 Forbes Boulevard, Mansfield, Massachusetts 02048, and CMF Lafayette Plaza, LLC, a Florida limited liability company, 6830 N.W. 28th Avenue, Miami, Florida 33147
L05-82199 L65-80195
4. The mailing address of the limited partnership is c/o Gatehouse Group, Inc., 120 Forbes Boulevard, Mansfield, Massachusetts 02048.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2055.

[This Section Intentionally Left Blank]

Filed by: Maritza Villar, Legal Assistant
Stearns Weaver Miller et al.
150 W. Flagler St., Museum Tower #2200
Miami, FL 33130
Ph: 305-789-3200 Fax: 305-789-3395

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6. This Certificate has been executed by the undersigned effective as of the 19 day of August, 2005.

LAFAYETTE SQUARE II LLC, a Florida limited liability company, a General Partner

By: The Gatehouse Group, Inc., its sole Manager

By: *N. A. [Signature]*

Memo G. Plonskier, President

Nikhil A. Trivedi, Vice President

CMF LAFAYETTE PLAZA, LLC, a Florida limited liability company, a General Partner

By: The Carrie Meek Foundation, Inc., its sole Member

By: *Carrie P. Meek*

Name: *Carrie P. Meek*

Title: *President*

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been designated as Registered Agent for LAFAYETTE SQUARE II, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that he is familiar with his statutory obligations as such.

Dated this 19th day of August, 2005


Terry M. Lovell

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being a General Partner of Lafayette Square II, Ltd. and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of Lafayette Square II, Ltd., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$99.98 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

LAFAYETTE SQUARE II LLC, a Florida limited liability company, a General Partner

By: The Gatchouse Group, Inc., its sole Manager

By: *N. A. Inamdar*

Mare S. Plonskier, President

Nikhil A. Inamdar, Vice President

Commonwealth of Massachusetts)

County of Bristol)

Nikhil A. Inamdar, Vice President

/ The foregoing instrument was acknowledged before me this 19 day of August, 2005, by *Mare S. Plonskier*, as President of The Gatchouse Group, Inc., a Massachusetts corporation, the sole Manager of Lafayette Square II LLC, a Florida limited liability company, a General Partner of Lafayette Square II, Ltd., and who is personally known to me.



(Notary Seal)

Aaron A. Cammerme
Notary Public

My Commission Expires:

Print, type or stamp name of notary

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being a General Partner of Lafayette Square II, Ltd. and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of Lafayette Square II, Ltd., with the Florida Department of State, as required by Section 620.103, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$99.98 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

CMF LAFAYETTE PLAZA, LLC, a Florida
limited liability company, a General Partner

By: The Carrie Meek Foundation, Inc., its sole
Member

By: Carrie P. Meek
Name: Carrie P. Meek
Title: President

State of Florida)

County of Miami Dade)

The foregoing instrument was acknowledged before me this 19 day of August, 2005, by Carrie P. Meek, as President of The Carrie Meek Foundation, Inc., a Florida not-for-profit corporation, the sole member of CMF Lafayette Plaza, LLC a Florida limited liability company, a General Partner of Lafayette Square II, Ltd., and who is personally known to me.



(Notary Seal)

Ramona Cambridge
Notary Public
My Commission Expires:
Print, type or stamp name of notary

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