

A05000001684

Division of Corporations

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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561)483-7000
Fax Number : (561)218-8960

PLS. NOTE THAT THE GENERAL PARTNER, PSL TOWN CENTER - 2005 NORTH GP, LLC, IS BEING FORMED AT THE SAME TIME BECAUSE IF POSSIBLE, WE NEED FOR THIS PARTNERSHIP TO RECEIVE A FILING DATE OF TODAY.

PLS. WAIT FOR THE GENERAL PARTNER TO BE FILED. THANKS!

FLORIDA LIMITED PARTNERSHIP

PSL TOWN CENTER NORTH MS GROUP, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PSL TOWN CENTER NORTH MS GROUP, LTD.,
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is PSL TOWN CENTER NORTH MS GROUP, LTD. (the "Partnership").

2. The address of the office of the Partnership is 815 Colorado Avenue, Suite 101, Port St. Lucie, Florida 34994.

3. The name and address of the agent for service of process on the Partnership is PSL Town Center 2005 - North GP, LLC, 815 Colorado Avenue, Suite 101, Port St. Lucie, Florida 34994.

4. The name and business address of each general partner is as follows:

PSL Town Center 2005 - North GP, LLC LDS-866241	815 Colorado Avenue Suite 101 Port St. Lucie, Florida 34994.
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5. The mailing address of the Partnership is 815 Colorado Avenue, Suite 101, Port St. Lucie, Florida 34994.

6. The latest date upon which the Partnership will dissolve is December 31, 2103.

The execution of this certificate on behalf of the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed on behalf of the sole General Partner of PSL Town Center North MS Group, Ltd. this 31st day of August, 2005.

GENERAL PARTNER:

PSL TOWN CENTER 2005 - NORTH GP, LLC
a Florida limited liability company

By: 
Max Shepard, Manager

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, on behalf of the sole general partner of PSL TOWN CENTER NORTH MS GROUP, LTD., a Florida limited partnership, certifies as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$100.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 31st day of August, 2005.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

PSL TOWN CENTER 2005 - NORTH GP, LLC,
a Florida limited liability company

By: 
Max Shagrin, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for PSL Town Center North MS Group, Ltd., a Florida limited partnership (the "Partnership"). In the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

PSL TOWN CENTER 2005 - NORTH GP, LLC
a Florida limited liability company

By: 

Max Shapiro, Manager

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