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To: Division of Corporations  
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From: Account Name : MCGUIRE WOODS LLP  
Account Number : 071075000166  
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**FLORIDA LIMITED PARTNERSHIP**

Vestcor Executive Partnership 2005, Ltd.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 03      |
| Estimated Charge      | \$87.50 |

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VESTCOR EXECUTIVE PARTNERSHIP 2005, LTD.**

The undersigned, on behalf and in the name of the general partner designated below, and in order to form a limited partnership in accordance with Sections 620.105, 620.108, and 620.114 of the Florida Revised Uniform Limited Partnership Act ("Act"), certifies the following:

1. The name of the Partnership is VESTCOR EXECUTIVE PARTNERSHIP 2005, LTD. (the "Partnership").

2. The mailing address of the Partnership in the state of Florida is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

3. The name and business address of the initial registered agent of the Partnership in the state of Florida is William L. Morgan, 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

4. The name and address of the general partner of the Partnership is as follows:

| <u>Name</u>               | <u>Address</u>                                              |
|---------------------------|-------------------------------------------------------------|
| Vestcor, Inc. P9800083362 | 3020 Hartley Road, Suite 300<br>Jacksonville, Florida 32257 |

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 dissolved in accordance with the then current limited partnership agreement for this Partnership, or by an act or event specified by the Act as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the general partner, has executed this Certificate of Limited Partnership this 16<sup>th</sup> day of September, 2005.

VESTCOR, INC., a Florida corporation,  
its General Partner

By William L. Morgan  
William L. Morgan, Vice President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA  
COUNTY OF DUVAL

The undersigned, on behalf and in the name of the sole general partner of VESTCOR  
EXECUTIVE PARTNERSHIP 2005, LTD., a Florida limited partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$170.50.

It is anticipated that the limited partners will make additional contributions to the capital of  
the Partnership of up to \$7,500.00.

Signed this 16th day of September, 2005.

FURTHER AFFIANT SAYETH NOT.

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

VESTCOR, INC.

By William L. Morgan  
William L. Morgan, Vice President

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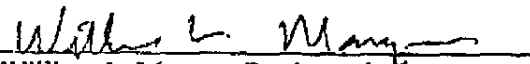
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
VESTCOR EXECUTIVE PARTNERSHIP 2005, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act, William L. Morgan, located at 3020 Hartley Road, Suite 300, Jacksonville, Florida, 32257, having been named as registered agent to accept service of process upon VESTCOR EXECUTIVE PARTNERSHIP 2005, 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 16<sup>th</sup> day of September, 2005.

  
William L. Morgan, Registered Agent

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