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FAX NO.

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Division of Corporations

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Florida Department of State
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To:

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

From:

Account Name : MCGUIRE WOODS LLP
Account Number : 071075000166
Phone : (904)798-3200
Fax Number : (904)798-3260

FLORIDA LIMITED PARTNERSHIP

VCP-Mayport V, Ltd.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$1,085.00

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DIVISION OF CORPORATION

SECRET
TALLAHASSEE, FL 32301

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\$150,000.00

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
VCP-MAYPORT V, 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 V, 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 V, LLC

3020 Hartley Road, Suite 300
Jacksonville, FL 32257

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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 V, 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 25 day of October, 2005.

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

BY: VESTCOR, INC., its Manager

By: Mark T. Farrell
Mark T. Farrell, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

The undersigned constituting all of the general partners of VCP-MAYPORT V, 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 \$150,000.

Signed this 25 day of October, 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 V, LLC, a
Florida limited liability company,
its General Partner

BY: VESTCOR, INC., its Manager

By: Mark T. Farrell
Mark T. Farrell, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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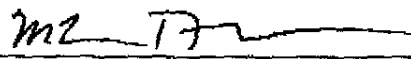
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
VCP-MAYPORT V, LTD.**

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 V, 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 25 day of October, 2005.



Mark T. Farrell, Registered Agent

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