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Division of Corporations

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Marbella Pointe Development Group Partners, Ltd.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11/15/2005

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARBELLA POINTE DEVELOPMENT GROUP PARTNERS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of MARBELLA POINTE DEVELOPMENT GROUP PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be MARBELLA POINTE DEVELOPMENT GROUP PARTNERS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The names and initial business address of the General Partner is:

MARBELLA POINTE DEVELOPMENT GROUP PARTNERS, L.L.C., a Florida
limited liability company
1551 Sandspur Road
Maitland, Florida 32751

LOS 000110304

4. The initial mailing address of the limited partnership is 1551 Sandspur Road, Maitland, Florida 32751.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2065.

This Certificate has been executed by the undersigned as of the 9 day of November, 2005.

GENERAL PARTNER:

**MARBELLA POINTE DEVELOPMENT
GROUP PARTNERS, L.L.C., a Florida limited
liability company**

By: 
Paul M. Missigman, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MARBELLA POINTE DEVELOPMENT GROUP PARTNERS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By: 

Robyn L. Noren,
Vice President

Dated this 9 day of November, 2005.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of MARBELLA POINTE DEVELOPMENT GROUP PARTNERS, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of MARBELLA POINTE DEVELOPMENT GROUP PARTNERS, 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 \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

**MARBELLA POINTE DEVELOPMENT
GROUP PARTNERS, L.L.C.**, a Florida limited
liability company

By: 

Paul M. Missigman, Manager

Dated this 09th day of November, 2005.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 09th day of November, 2005, by Paul M. Missigman as Manager of Marbella Pointe Development Group Partners, L.L.C., a Florida limited liability company, as the general partner of Marbella Pointe Development Group Partners, Ltd., a Florida limited partnership. He is personally known to me or has produced _____ as identification and who did/did not take an oath.


(Signature of Notary Public)

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires: _____

TINA SMITH
Notary Public, State of Florida
My comm. exp. Feb. 25, 2006
Comm. No. DD 095159

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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