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(((H05000289290 3)))

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To:

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

From:

Account Name : SHUTTS & BOWEN, LLP
Account Number : 076447000313
Phone : (305) 358-6300
Fax Number : (305) 381-9982

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TALLAHASSEE FLORIDA

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FLORIDA LIMITED PARTNERSHIP

LIVE OAK VILLAS II, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$148.75

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CERTIFICATE OF LIMITED PARTNERSHIP

LIVE OAK VILLAS II, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) and Section 620.108 of the Florida Statutes, the undersigned, being the sole general partner of LIVE OAK VILLAS II, LTD., duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

**ARTICLE 1
NAME**

The name of the limited partnership is LIVE OAK VILLAS II, LTD.

**ARTICLE 2
ADDRESS**

The business address of the limited partnership is 9400 S. Dadeland Boulevard, Suite 100, Miami, Florida 33156.

**ARTICLE 3
REGISTERED AGENT**

The name of the registered agent for service of process is Gary J. Cohen.

**ARTICLE 4
ADDRESS OF REGISTERED AGENT**

The street address for the registered agent is c/o Shutts & Bowen LLP, 201 S. Biscayne Boulevard, Suite 1500, Miami, Florida 33131.

**ARTICLE 5
MAILING ADDRESS**

The mailing address of the limited partnership is 9400 S. Dadeland Boulevard, Suite 100, Miami, Florida 33156.

**ARTICLE 6
TERM**

The latest date upon which the limited partnership is to be dissolved is December 31, 2060.

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**ARTICLE 7
GENERAL PARTNERS**

The names and business addresses of the general partners are as follows:

PHG-Villas II, LLC
9400 S. Dadeland Boulevard, Suite 100
Miami, Florida 33156

Live Oak Villas Phase II, LLC
19308 S.W. 380th Street
Florida City, Florida 33034

- LOS-121702
- LOS-121678

Under penalties of perjury, the undersigned declare that they have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 20th day of December, 2005

PHG-VILLAS II, LLC

By: 
David Deutch, Vice President

LIVE OAK VILLAS PHASE II, LLC

By: _____
Steven Kirk, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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David Deutch, Vice President

LIVE OAK VILLAS PHASE II, LLC

By:  _____
Steven Kirk, President

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 20th DAY OF DECEMBER, 2005.



Gary J. Cohen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIVE OAK VILLAS II, LTD.

The undersigned, constituting all of the general partners of LIVE OAK VILLAS II, LTD., a Florida limited partnership, certify as follows:

1. The initial Limited Partners of LIVE OAK VILLAS II, LTD. have contributed \$1,000 to the Partnership as the initial capital contribution.

2. The initial Limited Partners anticipate making no additional capital contributions other than the contributions stated above.

Signed this 20th day of December, 2005.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, the undersigned declare that they have read the foregoing and that the facts alleged are true to the best of their knowledge and belief.

PHG-VILLAS II, LLC

By: David Deutch, VP

David Deutch, Vice President

LIVE OAK VILLAS PHASE II, LLC

By: Steven Kirk, President

Steven Kirk, President

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TALLAHASSEE, FLORIDA

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PHG-VILLAS II, LLC

By: _____
David Deutch, Vice President

LIVE OAK VILLAS PHASE II, LLC

By:  _____
Steven Kirk, President

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