

A06000000387

Division of Corporations

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LP/LLP

MAINSTREET CYPRESS, LTD.

Certificate of Status	1
Certified Copy	1
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Fax Audit Number: H06000070216 3

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAINSTREET CYPRESS, 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 MAINSTREET CYPRESS, LTD. (the "Partnership").

2. The address of the office of the Partnership is One Financial Plaza, Suite 102, Fort Lauderdale, Florida 33394.

3. The name and address of the agent for service of process on the Partnership is Mainstreet Cypress, Inc., One Financial Plaza, Suite 102, Fort Lauderdale, Florida 33394.

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

Mainstreet Cypress, Inc. One Financial Plaza, Suite 102
Fort Lauderdale, Florida 33394

206-38263

5. The mailing address of the Partnership is One Financial Plaza, Suite 102, Fort Lauderdale, Florida 33394.

The execution of this certificate by 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 by the sole General Partner of Mainstreet Cypress, Ltd. this 15 day of March, 2006.

GENERAL PARTNER:

MAINSTREET CYPRESS, INC.,
a Florida corporation

By: 
Paul J. Kigallon, President

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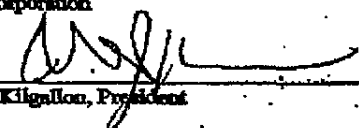
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Mainstreet Cypress, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, 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:

MAINSTREET CYPRESS, INC.,
a Florida corporation

By: 
Paul J. Kilgallon, President

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