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DIVISION OF CORPORATION

**FLORIDA/FOREIGN LP/LLP**

**Virginia Retail Properties II, Ltd.**

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Estimated Charge	\$1,061.25

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**VIRGINIA RETAIL PROPERTIES II, LTD.  
A FLORIDA LIMITED PARTNERSHIP  
CERTIFICATE OF LIMITED PARTNERSHIP**

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The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.101, et. seq. of the Florida Statutes, hereby states the following:

1. The name of the Partnership is VIRGINIA RETAIL PROPERTIES II, LTD.
2. The initial address of the office of the Partnership is 300 S.E. 2<sup>nd</sup> Street, Fort Lauderdale, Florida 33301.
3. The name and address of the agent for service of process on the Partnership is PATRICIA JONES, 300 S. E. 2<sup>nd</sup> Street, 8th Floor, Fort Lauderdale, Florida 33309.

4. The name and business address of the General Partner is as follows:

S/MVR II, LLC L06000031123  
300 S.E. 2<sup>nd</sup> Street  
Fort Lauderdale, Florida 33301

5. The mailing address of the Partnership is 300 S.E. 2<sup>nd</sup> Street, Fort Lauderdale, Florida 33301.
6. The latest date upon which the Partnership shall dissolve is December 31, 2036.


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.

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This Certificate of Limited Partnership has been executed by the General Partner of  
VIRGINIA RETAIL PROPERTIES II, LTD. this 21st day of March, 2006.

SMVR II, LLC, general partner of VIRGINIA  
RETAIL PROPERTIES II, LTD.

By:

  
Patricia Jones  
Vice President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for VIRGINIA RETAIL PROPERTIES II, LTD., a  
Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I,  
on behalf of the Partnership, hereby agree 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:

By:

  
PATRICIA JONES

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