

Florida Department of State

Division of Corporations

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(((H06000096968 3)))

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To:

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Fax Number : (850) 205-0383

From:

Account Name : FOLEY & LARDNER

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Phone : (904) 359-2000

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FLORIDA/FOREIGN LP/LLP

Amelia Pointe, Ltd.

Certificate of Status	0
Certified Copy	1
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Fax Audit No. H06000096968

CERTIFICATE OF LIMITED PARTNERSHIP**OF****AMELIA POINTE, 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 Amelia Pointe, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.
3. The name and address of the agent for service of process upon the Partnership are F&L Corp., One Independent Square, Suite 1300, Jacksonville, Florida 32202.
4. The name and business address of the General Partner of the Partnership are as follows:

Amelia Pointe, LLC

3020 Hartley Road, Suite 300
Jacksonville, Florida 32257

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5. The mailing address of the Partnership is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.
6. The latest date upon which the Partnership will dissolve is December 31, 2056.

The execution of this Certificate of Limited Partnership 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 General Partner of Amelia Pointe, Ltd. this 11th day of April, 2006.

AMELIA POINTE, LLC, General Partner

By: Vestcor, Inc., Manager

By: William L. Morgan
William L. Morgan
Vice PresidentFILED
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DIVISION OF CORPORATION
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated limited partnership, at the place designated in the above Certificate of Limited Partnership, F&L Corp. agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. It is familiar with and accepts the obligations of a registered agent.

F&L CORP., Registered Agent

By: Charles V. Hedrick
Charles V. Hedrick
Authorized Signatory

Date: April 11, 2006

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