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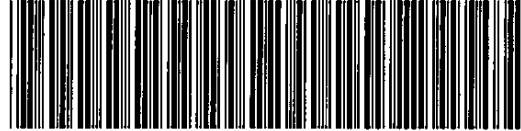
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PHONE: (850) 216-0457; FAX: (850) 216-0460

DATE: 11-30-06

NAME: MARBELLA POINTE PHASE I LP PARTNERS LTD

TYPE OF FILING: CERTIFICATE O FLIMITED PARTNERSHIP

COST: \$1061.25

RETURN: GOOD STANDING & CERTIFIED COPY

ACCOUNT: FCA0000000015

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARBELLA POINTE PHASE I LP PARTNERS, LTD.**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the general partner of MARBELLA POINTE PHASE I LP 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 PHASE I LP PARTNERS, LTD.** (the "Partnership").

2. The address of the initial office where records shall be kept shall be 329 North Park Avenue, Suite 300, Winter Park, Florida 32789. 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 1400, Orlando, Florida 32801.

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

MARBELLA POINTE PHASE I LP PARTNERS, L.L.C., a Florida limited liability company
329 North Park Avenue, Suite 300
Winter Park, Florida 32789

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4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2066.

This Certificate has been executed by the undersigned as of the 22nd day of November, 2006.

GENERAL PARTNER:

**MARBELLA POINTE PHASE I LP
PARTNERS, L.L.C.**, a Florida limited liability company

By: _____

Paul M. Missigman, Manager

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MARBELLA POINTE PHASE I LP 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.

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

By: 
Gloria E. Greiner, Vice President

Dated this 28th day of November, 2006.