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Division of Corporations

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FLORIDA/FOREIGN LP/LLP

Cocoa 20, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

COCOA 20, LTD.

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of COCOA 20, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

- 1. The name of the Partnership shall be COCOA 20, LTD, (the "Partnership").
- 2. The address of the initial office where records shall be kept shall be The Brandywine Centre 1, 580 Village Blvd., Suite 360, West Palm Beach, Florida 33409. 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 names and initial business address of the General Partner is:

 COCOA 20 GP, LLC, a Florida limited liability company
 The Brandywine Centre 1
 580 Village Blvd., Suite 360
 West Pulm Beach, Florida 33409
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 The initial mailing address of the limited partnership is The Brandywine Centre 1,
- 5. The latest date upon which the Partnership is to dissolve shall be December 31, 2066.

580 Village Blyd., Suite 360, West Palm Beach, Florida 33409.

6. The Partnership hereby elects to not be a limited liability limited partnership.

This Certificate has been executed by the undersigned as of the day of December, 2006.

GENERAL PARTNER:

COCOA 20 GP, LLC, a Plorida limited liability company

By: TRG Metaber, J.L.C, a Florida limited liability correspond, its sole member

By: Kristin M. Miller, President

SECRETALY SELSTATE

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for COCOA 20, 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

1,

FLORIDA, INC., a Florida corporation

Krati L. Suttivan, Vice President

Dated this lodgy of December, 2006.

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