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L. SELLERS

MAR 28 2008

EXAMINER

*** FILE THIRD ***

FLORIDA/FOREIGN LP/LLLP

Emerson Pointe, Ltd.

Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

EMERSON POINTE, LTD.

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

1. The name of the Partnership shall be EMERSON POINTE, 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:

EMERSON POINTE I MANAGERS, L.L.C., a Florida limited liability company
329 North Park Avenue, Suite 300
Winter Park, Florida 32789

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

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2068.

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

This Certificate has been executed by the undersigned as of the 27th day of March, 2008.

GENERAL PARTNER:

EMERSON POINTE I MANAGERS, 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 EMERSON POINTE, 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: 
Janice C. Myers, Vice President

Dated this 26th day of March, 2008.

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