

Florida Department of State Division of Corporations

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Division of Corporations

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FLORIDA/FOREIGN LP/LLLP

Marcis Pointe, Ltd.

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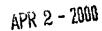
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4/1/2008





CERTIFICATE OF LIMITED PARTNERSHIP OF

MARCIS POINTE, LTD.

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

- 1. The name of the Partnership shall be MARCIS 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:

MARCIS POINTE 1 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, Orland 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 15th day of April 2008.

GENERAL PARTNER:

MARCIS 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 MARCIS 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

Janice C. Myers. Vice President

Dated this 15t day of April, 2008.

