

A09000000612
Division of Corporations Page 1 of 1

Florida Department of State
Division of Corporations
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MCP I, Ltd.

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DIVISION OF CORPORATIONS

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G. MCLEOD

AUG 20 2009 Help

EXAMINER

CERTIFICATE OF LIMITED PARTNERSHIP**OF****MCP I, LTD.**

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

1. The name of the Partnership shall be MCP I, LTD. (the "Partnership").
2. The address of the initial office where records shall be kept shall be 580 Village Blvd., Suite 360, West Palm Beach, Florida 33409. The name and address of the initial registered agent for service of process is The Richman Group of Florida, Inc., 580 Village Blvd., Suite 360, West Palm Beach, Florida 33409.
3. The names and initial business addresses of the General Partners are:
 - TRG MCP GP, LLC, a Florida limited liability company
580 Village Blvd., Suite 360
West Palm Beach, Florida 33409 LD9-79991
 - RTGM MCP GP, LLC, a Florida limited liability company
1533 Sunset Drive, Suite 150
Miami, Florida 33143 LD9-80373
 - MODEL CITY PLAZA, LLC, a Florida limited liability company
2906 Douglas Road, Suite 101
Coral Gables, Florida 33134 LD6-38088
4. The initial mailing address of the limited partnership is 580 Village Blvd., Suite 360, West Palm Beach, Florida 33409.
5. The period of duration for the Partnership shall be perpetual, unless dissolved in accordance with the terms of the governing partnership agreement of the Partnership.
6. The Partnership hereby elects to not be a limited liability limited partnership.

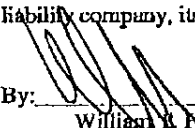
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This Certificate has been executed by the undersigned as of the 14th day of August, 2009.

GENERAL PARTNERS:

TRG MCP GP, LLC, a Florida limited liability company

By: TRG Member, LLC, a Florida limited liability company, its sole member

By: 
William A. Fabbri
Executive Vice President

RTGM MCP GP, LLC, a Florida limited liability company

By: Rebuilding Together Miami-Dade, Inc., a Florida non-profit corporation, its sole member

By: _____
Name: _____
Title: _____

MODEL CITY PLAZA, LLC, a Florida limited liability company

By: _____
Name: _____
Title: _____

This Certificate has been executed by the undersigned as of the 19th day of August, 2009.

GENERAL PARTNERS:

TRG MCP GP, LLC, a Florida limited liability company

By: **TRG Member, LLC**, a Florida limited liability company, its sole member

By: _____
William T. Fabbri
Executive Vice President

RTGM MCP GP, LLC, a Florida limited liability company

By: **Rebuilding Together Miami-Dade, Inc.**, a Florida non-profit corporation, its sole member

By: W. Robert Miller
Name: W. Robert Miller
Title: President

MODEL CITY PLAZA, LLC, a Florida limited liability company

By: _____
Name: _____
Title: _____

This Certificate has been executed by the undersigned as of the 19 day of August, 2009.

GENERAL PARTNERS:

TRG MCP GP, LLC, a Florida limited liability company

By: TRG Member, LLC, a Florida limited liability company, its sole member

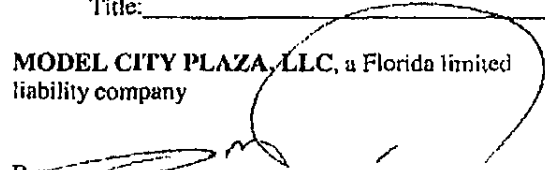
By: _____
William T. Fabbri
Executive Vice President

RTGM MCP GP, LLC, a Florida limited liability company

By: Rebuilding Together Miami-Dade, Inc., a Florida non-profit corporation, its sole member

By: _____
Name: _____
Title: _____


MODEL CITY PLAZA, LLC, a Florida limited liability company

By: 
Name: ERNEST V. TORRENT
Title: MANAGING MEMBER

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MCP I, 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.

THE RICHMAN GROUP OF FLORIDA, INC., a
Florida corporation

By: 
William T. Fabbri, Executive Vice President

Dated this 06 day of August, 2009.