

Division of Corporations

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FLORIDA/FOREIGN LP/LLP  
Panama Commons, L.P.

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PANAMA COMMONS, L.P.**

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

1. The name of the Partnership shall be PANAMA COMMONS, L.P. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 2730 Cumberland Boulevard, Smyrna, Georgia 30080. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 N. Orange Avenue, Suite 1400, Orlando, Florida 32801.

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

~~PANAMA COMMONS GP, L.L.C., a~~  
Florida limited liability company  
2730 Cumberland Boulevard  
Smyrna, Georgia 30080

4. The initial mailing address of the limited partnership is 2730 Cumberland Boulevard, Smyrna, Georgia 30080.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2070.

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

This Certificate has been executed by the undersigned as of the 1<sup>st</sup> day of July, 2010.

**GENERAL PARTNER:**

**PANAMA COMMONS GP, L.L.C., a Florida  
limited liability company**

By: The Paces Foundation, Inc., a Georgia  
nonprofit corporation, its sole member

By: [Signature]  
Name: Mark du Mas  
Title: PRESIDENT

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**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for PANAMA COMMONS, L.P., 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. Nadal  
Gloria E. Nadal, Vice President

Dated this 1<sup>st</sup> day of July, 2010.