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FLORIDA/FOREIGN LP/LLLP

Lake Sherwood Partners Phases 5 through 8, Ltd.

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390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FLORIDA 32801
P.O. BOX 4961 (32802-4961)
TELEPHONE: 407.839.4200
FACSIMILE: 407.425.8377
www.broadandcassel.com

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FROM: Michael Cranmer
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MESSAGE:

Attached are formation filings regarding 4 sets of partnership and general partner. Each set is lettered A through D and contains two filings which are marked in the order they need to be accomplished (general partner formed just prior to partnership). Please file and/or split up accordingly (keeping lettered sets together). Thank you!

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CERTIFICATE OF LIMITED PARTNERSHIP**OF****LAKE SHERWOOD PARTNERS PHASES 5 THROUGH 8, LTD.**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of LAKE SHERWOOD PARTNERS PHASES 5 THROUGH 8, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be LAKE SHERWOOD PARTNERS PHASES 5 THROUGH 8, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 700 West Morse Boulevard, Suite 220, 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:

LAKE SHERWOOD PHASES 5 THROUGH 8 MANAGERS, L.L.C., a Florida limited liability company
700 West Morse Boulevard, Suite 220
Winter Park, Florida 32789

410000 104616

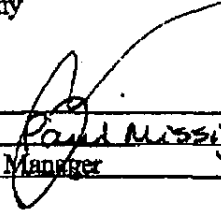
4. The initial mailing address of the limited partnership is 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789.

5. The Partnership shall have a perpetual duration, except that the Partnership shall be dissolved and its assets liquidated as provided in the Agreement of Limited Partnership of the Partnership, as may be amended from time.

This Certificate has been executed by the undersigned as of the 5 day of October, 2010.

GENERAL PARTNER:

**LAKE SHERWOOD PHASES 5 THROUGH 8
MANAGERS, L.L.C.**, a Florida limited liability company

By: 
Name: Paul Missigman
Title: Manager

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for LAKE SHERWOOD PARTNERS PHASES 5 THROUGH 8, 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: Gloria E. Nadal
Gloria E. Nadal, Vice President

Dated this 6th day of October, 2010.

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