

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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Bay Pointe at Cortez Investment Partners, L.L.L.P.

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**CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
OF
BAY POINTE AT CORTEZ INVESTMENT PARTNERS, L.L.L.P.**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of BAY POINTE AT CORTEZ INVESTMENT PARTNERS, L.L.L.P. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be BAY POINTE AT CORTEZ INVESTMENT PARTNERS, L.L.L.P. (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 of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., and the street address of the initial registered office is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.
3. The name and initial business address of the General Partner is:

BAY POINTE AT CORTEZ INVESTMENT MANAGERS, L.L.C., a Florida limited liability company
700 West Morse Boulevard, Suite 220
Winter Park, Florida 32789
4. The initial mailing address of the limited partnership is 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789.
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 be a limited liability limited partnership.

This Certificate has been executed by the undersigned as of the 31 day of January, 2011.

GENERAL PARTNER:

**BAY POINTE AT CORTEZ INVESTMENT
MANAGERS, L.L.C.**, a Florida limited liability
company

By: _____

Paul M. Missigman, Manager

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TALLAHASSEE, FLORIDA

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for BAY POINTE AT CORTEZ INVESTMENT PARTNERS, L.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.**

By: *Gloria E. Nadal*
Gloria E. Nadal, Vice President

Dated this 31st day of January, 2011.

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