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 DIVISION OF CORPORATIONS
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. VCP-Kensington, Ltd
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

FILING 52.50
 AGENT FEE 35.00
 COPY 5.00
 TOTAL 142.50
 BALANCE DUE
 REFUND

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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10/11/96

Examiner's Initials BK

**AFFIDAVIT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
VCP-KENSINGTON, LTD.**

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The undersigned general partner files this Affidavit and Certificate of Limited Partnership of VCP-Kensington, Ltd. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act ("Act") in order to form a Florida limited partnership.

1. **NAME.** The name of the limited partnership is VCP-Kensington, Ltd.

2. **MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** VCP-Kensington, Inc., whose business address is 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257.

4. **NAME AND ADDRESS OF THE GENERAL PARTNERS OF THE PARTNERSHIP ARE AS FOLLOWS:**

NAME	ADDRESS
VCP-Kensington, Inc.	3030 Hartley Road, Suite 100 Jacksonville, Florida 32257

5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:** August 12, 1996, or when this Certificate is filed with the Secretary of State, if later.

6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** October 1, 2026.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNER:** The limited partner will make initial capital contributions for his partnership interest of One Thousand and no/100 Dollars (\$1,000.00) and it is anticipated that the limited partner will make additional capital contributions of up to Six Thousand and no/100 Dollars (\$6,000.00).

8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

8.1 The execution of this certificate by the general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true;

8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 12th day of August, 1996.

GENERAL PARTNER:

**VCP-KENSINGTON, INC., a Florida
corporation**

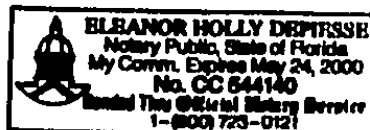
By: Mark T. Farrell
Mark T. Farrell
Vice-President

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STATE OF FLORIDA)
)SS
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 12th day of August, 1996, by Mark T. Farrell, Vice-President of VCP-Kensington, Inc., a Florida corporation, on behalf of the corporation.

Eleanor Holly Depresse
(Print Name)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____



Personally Known ✓
or Produced I.D. _____
[check one of the above]

Type of Identification Produced _____

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.061 and 620.105, Florida
Statutes, the following is submitted:

VCP-Kensington, Ltd., desiring to organize under the laws of
the State of Florida hereby designates VCP-Kensington, Inc. as
registered agent to accept service of process within the State of
Florida and the address of its registered office shall be 3030
Hartley Road, Suite 100, Jacksonville, Florida 32257.

VCP-KENSINGTON, LTD., a Florida
limited partnership

By: VCP-KENSINGTON, INC., a
Florida corporation, its
managing general partner

By: Mark T. Farrell
Mark T. Farrell,
Vice-President

Dated: August 12th, 1996

Having been named to accept service of process for the above
named limited partnership at the place designated in this Affidavit
and Certificate, the undersigned hereby agrees to act in this
capacity and further agrees to comply with the provisions of the
Florida Revised Uniform Limited Partnership Act (1986) relative to
the keeping of said office and the proper and complete performance
of its duties.

VCP-KENSINGTON, INC., a Florida
corporation

By: Mark T. Farrell
Mark T. Farrell
Vice-President

Dated: August 12th, 1996