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Certificate of Limited Partnership of Millennium Properties of Gainesville, Ltd.

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620 of the Florida

- 1. The name of the limited partnership is "Millennium Properties of Gainesville, Ltd."
 - The address of the office of the limited partnership is:
 7019 N.W. 11th Place
 Gainesville, Florida 32605
- 3. The registered office pursuant to Florida Statutes §620.192, and the name and address of the registered agent for service of process required to be maintained by Florida Statutes §620.105 and §620.192 is:

Larry N. Smith
Millennium Center Management, Inc.
7019 N.W. 11th Place
Gainesville, Florida 32605

Statutes, hereby states the following:

4. The name and address of the general partner is:

Millennium Center Management, Inc. 7019 N.W. 11th Place Gainesville, Florida 32605 pqy00004009

5. The mailing address for the limited partnership is:

7019 N.W. 11th Place Gainesville, Florida 32605

6. The latest date upon which the limited partnership is to be dissolved is December 31, 2038.

The execution of this Certificate by the undersigned general partner constitutes an affirmation that the facts stated therein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership is hereby executed by the General Partner of Millennium Properties of Gainesville, Ltd.

MILLENNIUM PROPERTIES OF GAINESVILLE, LTD.

GENERAL PARTNER:
MILLENNIUM (CENTER MANAGEMENT, INC.

October ____, 1998

Larry N. Smith, President

Acceptance of Appointment of Registered Agent

Having been named as registered agent for the Millennium Properties of Gainesville, Ltd., a Florida limited partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept the obligations imposed upon me by Florida Statutes Section 620.192, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Larry W. Smith

STATE OF FLORIDA
COUNTY OF ALACHUA



Affidavit of Capital Contribution

BEFORE ME, this day, the undersigned officer, personally appeared Larry N. Smith, President of Millennium Center Management, Inc. which is the General Partner of Millennium Properties of Gainesville, Ltd., a Florida limited partnership ("Partnership"), and who, being duly sworn, certifies as follows:

- 1. The amount of capital contributions made to the Partnership by the limited partners, in the aggregate, is \$700.
- 2. The total amount anticipated to be contributed by the limited partners is \$14,000.

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

MILLENNIUM CENTER MANAGEMENT, INC.

Bv:

arry N Smith, President

STATE OF FLORIDA COUNTY OF ALACHUA

Before me, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Larry N. Smith, President of Millennium Center Management, Inc., the General Partner of Millennium Properties of Gainesville, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as President of the General Partner.

