

CAPITAL CONNECTION INC.
 417 E. Virginia Street, Suite 1 Tallahassee, Florida 32301
 (850) 224-8877 • 1-800-342-8062 • Fax (850) 224-1722

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College Square Apartments,
 Ltd.

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 ****148.75 ****148.75

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Signature

Requested by: Cher 12-21 958
 Name Date Time

Walk-In _____ Will Pick Up _____

- _____ Art of Inc. File
- LTD Partnership File
- _____ Foreign Corp. File
- _____ L.C. File
- _____ Fictitious Name File
- _____ Trade/Service Mark
- _____ Merger File
- _____ Art. of Amend. File
- _____ RA Resignation
- _____ Dissolution / Withdrawal
- _____ Annual Report / Reinstatement
- Cert. Copy
- _____ Photo Copy
- Certificate of Good Standing
- _____ Certificate of Status
- _____ Certificate of Fictitious Name
- _____ Corp Record Search
- _____ Officer Search
- _____ Fictitious Search
- _____ Fictitious Owner Search
- _____ Vehicle Search
- _____ Driving Record
- _____ UCC 1 or 3 File
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ Courier

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
COLLEGE SQUARE APARTMENTS, LTD.
a Florida limited partnership**

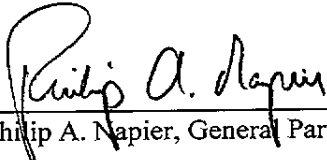
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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is COLLEGE SQUARE APARTMENTS, LTD.
2. The address of the office of the Partnership is 1 South "A" Street, Pensacola, Florida 32501.
3. The name and address of the agent for service of process on the Partnership are Philip A. Napier, 1 South "A" Street, Pensacola, Florida 32501.
4. The name and business address of the sole general partner are Philip A. Napier, 1 South "A" Street, Pensacola, Florida 32501.
5. The mailing address of the Partnership is 1 South "A" Street, Pensacola, Florida 32501.
6. The latest date upon which the Partnership shall dissolve is 12/31/2048.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner of COLLEGE SQUARE APARTMENTS, LTD. this 18th day of December, 1998.



Philip A. Napier, General Partner

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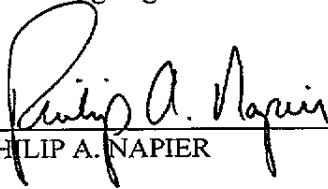
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared **PHILIP A. NAPIER**, of Pensacola, Florida, the sole general partner of **COLLEGE SQUARE APARTMENTS, LTD.** (the "Partnership"), who, upon being duly sworn, certified as follows:

- 1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Five and No/100 (\$5.00) Dollars.
- 2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals Ninety-Five and No/100 (\$95.00) Dollars.

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.

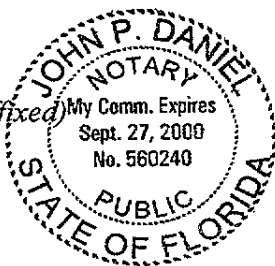


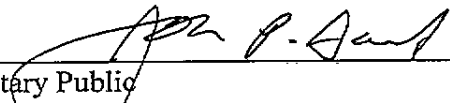
PHILIP A. NAPIER

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to (or affirmed) and subscribed before me this 18th day of December, 1998, by **Philip A. Napier**.

- is/are personally known to me.
- produced current Florida driver's license as identification.
- produced _____ as identification.

(Notary Seal Must Be Affixed) 



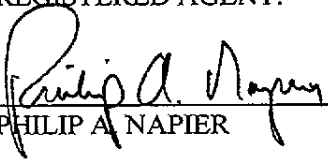
Notary Public

Name of Notary Printed
My Commission Expires: _____
Commission Number: _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for **COLLEGE SQUARE APARTMENTS, LTD.**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


PHILIP A. NAPIER

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