CCRS
103 N. MERIDIAI STREET, LOVE AVIOUND 4 3
TALLAHASSEE, FL 1230

FILING COVER SHEET ACCT. #FCA-14

Examiner's Initials

CONTACT:	CINDY HICKS	- -
DATE:	7-28-99	4000029437445 -07/28/9901030022 ****140.00 ****140.00
REF. #:	0151.7717	
CORP. NAME:	Vestcor Fund K	KI, Ltd
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( ) ARTICLES OF INCORPORA	TION ( ) ARTICLES OF AMENDMENT	( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT	( ,) TRADEMARK/SERVICE MARK	( ) FICTITIOUS NAME
( ) CERT. OF AUTHORITY	() Limited Partnership	( ) LIMITED LIABILITY &
( ) REINSTATEMENT	( ) MERGER	() WITHDRAWAL
( ) CERTIFICATE OF CANCELI	ATION ( ) UCC-1	() vcc-3 & GAF
( ) OTHER:		<u> </u>
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-	, and the state of	34 TION
STATE FEES PREPAI	D WITH CHECK# <u>5573</u>	FOR \$ 140.00
	R ACCOUNT IF TO BE DEBITE	
<u></u>	COST LIM	11T: \$
PLEASE RETURN:		
( CERTIFIED COPY	( ) CERTIFICATE OF STATE	US () PLAIN STAMPED COPY
		12/6:

M 7/28/99

## CERTIFICATE OF LIMITED PARTNERSHIP

OF

## VESTCOR FUND XXI, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partner of Vestcor Fund XXI, Ltd., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

Vestcor Fund XXI, Ltd.

2. The office and principal place of business for the Partnership currently is:

3020 Hartley Road, Suite 300 Jacksonville, Florida 32257

3. The name and address of the agent for service of process on the Partnership

Vestcor Partners XXI, Inc. 3020 Hartley Road, Suite 300 Jacksonville, Florida 32257

is:

4. The name and address of the General Partner of the Partnership is:

Vestcor Partners XXI, Inc. 3020 Hartley Road, Suite 300 Jacksonville, Florida 32257

p92000067084

5. The mailing address of the Partnership is:

3020 Hartley Road, Suite 300 Jacksonville, Florida 32257

6. The latest date upon which the Partnership shall dissolve is December 31, 2049.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: July 24, 1999

VESTCOR PARTNERS XXI, Inc., a Florida

corporation, as General Partner

Kristen K. Packard, Vice President

## ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Vestcor Partners XXI, Inc. hereby accepts its appointment as registered agent for Vestcor Fund XXI, Ltd., a Florida limited partnership and states that it is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: fuly 06 , 1999

VESTCOR PARTNERS XXI, INC.

Kristen K. Packard, Vice President

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS



STATE OF FLORIDA )
SS:
COUNTY OF DUVAL )

BEFORE ME, the undersigned authority, personally appeared Kristen K. Packard as Vice President of Vestcor Partners XXI, Inc., a Florida corporation, General Partner of Vestcor Fund XXI, Ltd., a Florida limited partnership (the "Partnership"), who state as follows:

- 1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.90.
- 2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

VESTCOR PARTNERS XXI, Inc., a Florida corporation, as General Partner

By: Kristen K. Packard, Vice President

The foregoing instrument was acknowledged before me this Oc day of July, 1999, by Kristen K. Packard as Vice President of Vestcor Partners XXI, Inc., a Florida corporation, as General Partner of Vestcor Fund XXI, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

ADRIENNE TEMPLE WATSON Notary Public, State of Pluttle My comm. expires May 6, 2001 Comm. No. CC 750755

Jempe Water

Print or Stamp Name:

Notary Public, State of Florida at Large

Commission No.:

My Commission Expires:

L\W-CO\35247\015\CERT-LP