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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Vestcor Partners XXIV, LLC

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|-----------------------|----------|
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**ARTICLES OF ORGANIZATION FOR
VESTCOR PARTNERS XXXIV, LLC**

ARTICLE I - NAME

The name of the Limited Liability Company is:

VESTCOR PARTNERS XXXIV, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

3020 Hartley Road
Suite 300
Jacksonville, Florida 32257

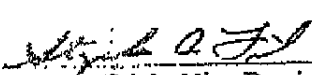
ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE

The name and the Florida street address of the registered agent are:

Stephen A. Frick
3020 Hartley Road, Suite 300
Jacksonville, Florida 32257

ARTICLE IV - MANAGEMENT (Check box if applicable.)

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.


Stephen A. Frick, Vice President

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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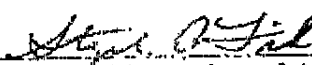
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
VESTCOR PARTNERS XXXIV, LLC**

Pursuant to Chapter 608, Florida Limited Liability Company Act, Stephen A. Frick, located at 4020 Hartley Road, Suite 300, Jacksonville, Florida, 32257, having been named as registered agent to accept service of process upon VESTCOR PARTNERS XXXIV, LLC, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 23 day of August, 2002


Stephen A. Frick, Registered Agent

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