MCGUIRE WOODS LLP DEC-12-02 THU 04:25 PM

FAX NO. 9047983207

P. 01/03

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Division of Corporations

Fax Number : (850)205-6383

From:

Account Name : MCGUIRE, WOODS, BAITLE & BOOTHE LLP

Account Number : 071075000166 Phone : (901)798-3200

: (904)798-3207 Fax Number

LIMITED LIABILITY COMPANY

Vestcor Partners XLI, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION FOR VESTCOR PARTNERS XLI, LLC

ARTICLE I - NAME

The name of the Limited Liability Company is:

VESTCOR PARTNERS XLI, LLC

ARTICLE II - ADDRESS

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

3020 Harriey 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. Prick, 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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CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF VESTCOR PARTNERS XLL, LLC

Pursuant to Chapter 608, Florida Limited Liability Company Act, Stephen A. Prick, located at 3020 Hartley Road. Suite 300, Jacksonville, Florida, 32257, having been named as registered agent to accept service of process upon VESTCOR PARTNERS XLI, 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 recopts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville,
Laval County, Florida on this Antiay of December, 2002.

Stephen A. Frick, Registered Agent

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