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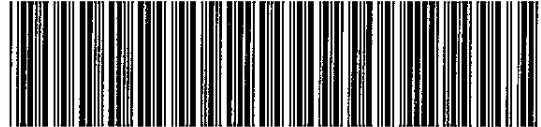
(Business Entity Name)

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DATE: 02-20-03

NAME: CMP CHP SAN MARCOS, LTD.

TYPE OF FILING: CERTIFICATE OF LIMITED PARTNERSHIP

COST: CHECK #: 40789 FOR \$148.75 IS ATTACHED

RETURN: CERTIFIED COPY & GOOD STANDING

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ACCOUNT: ~~EGA000000015~~

AUTHORIZATION: ABBIE/PAUL HODGE

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TALLAHASSEE, FLORIDA

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*FILE SECOND*

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CMP CHP SAN MARCOS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of CMP CHP SAN MARCOS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be **CMP CHP SAN MARCOS, LTD.** (the "Partnership").
2. The address of the initial office where records shall be kept shall be 241 Peachtree Street, Suite 300, Atlanta, GA 30303. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
3. The names and initial business addresses of the General Partner is:  
**GP SAN MARCOS, LLC**, a Florida limited liability company, 241 Peachtree Street, Suite 300, Atlanta, Georgia 30303. *L 036000006287*
4. The initial mailing address of the limited partnership is 241 Peachtree Street, Suite 300, Atlanta, Georgia 30303.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2063.

This Certificate has been executed by the undersigned as of the 18<sup>th</sup> day of February, 2003.

**GENERAL PARTNER:**

**GP SAN MARCOS, LLC**, a Florida limited liability company

By: CAPITOL HOUSING PARTNERS,  
LLC, a Georgia limited liability company;  
Manager

By: *C. Breck Kean*  
Name: *C. Breck Kean*  
Title: *Manager*

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**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for CMP CHP SAN MARCOS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL  
FLORIDA, INC.**, a Florida corporation

By: \_\_\_\_\_

  
**Kristi L. Sullivan,**  
Vice President

Dated this 19<sup>th</sup> day of February, 2003.

AND  
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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned being the general partner of CMP CHP SAN MARCOS, LTD., and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of CMP CHP SAN MARCOS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$100.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

**GENERAL PARTNER:**

**GP SAN MARCOS, LLC**, a Florida limited liability company; its Manager

By: CAPITOL HOUSING PARTNERS, LLC, a Georgia limited liability company

By: [Signature]  
Name: C. Breck Kean  
Title: Manager

Dated this 18<sup>th</sup> day of February, 2003.

STATE OF GA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of February, 2003, by C. Breck Kean, as Manager of Capitol Housing Partners, LLC, a Georgia limited liability company, as Manager of GP San Marcos, LLC, a Florida limited liability company. Mr. Kean is are personally known to me or have produced GA lic. as identification and who did/did not take an oath.

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[Signature: Faye Morgan Myers]  
(Signature of Notary Public)

Faye Morgan Myers  
(Typed name of Notary Public)  
Notary Public, State of GA  
Commission No. Notary Public, DeKalb County, Georgia  
My commission expires: My Commission Expires March 7, 2004