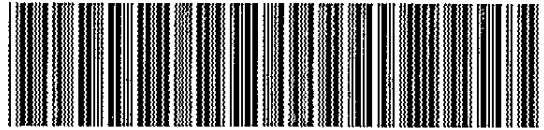


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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Villages at Halifax Hoosing (Corporation Name) (Document #)

2. LLC (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #) file 2nd

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other qual LLC

Examiner's Initials

**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP
OF
THE VILLAGES AT HALIFAX HOUSING, LTD., LLLP**

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**ARTICLE 1
NAME**

The name of the Limited Partnership, as identified in the records of the Florida Department of State, is The Villages at Halifax Housing, Ltd. A completed Certificate of Limited Partnership, Affidavit of Capital Contributions and applicable limited partnership filing fees are attached hereto.

**ARTICLE 2
SUFFIX**

The suffix to be adopted for the above-named Limited Partnership is LLLP. Thereafter, the name of the Limited Partnership shall be "The Villages at Halifax Housing, Ltd., LLLP."

**ARTICLE 3
ADDRESS – EXECUTIVE OFFICE**

The street address of the Chief Executive Office of the Limited Partnership is:

1012 N Street, N.W.
Washington, D.C. 20001

**ARTICLE 4
ADDRESS – PRINCIPAL OFFICE**

The street address of the Principal Office in Florida is:

1012 N. Street, N.W.
Washington, D.C. 20001

**ARTICLE 5
REGISTERED AGENT FOR SERVICE OF PROCESS**

The name and street address of the Limited Partnership's registered agent for service of process is:

Corporation Company of Miami
201 South Biscayne Boulevard
1600 Miami Center
Miami, Florida 33131

**ARTICLE 6
ELECTION AS LIMITED LIABILITY PARTNERSHIP**

The Limited Partnership hereby elects to be a Limited Liability Limited Partnership.

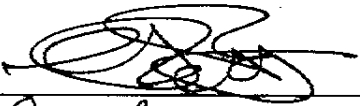
**ARTICLE 7
EFFECTIVE DATE**

The effective date of this filing shall be as of the date this document is filed with the Secretary of State of Florida.

Signed this 24th day of March, 2004.

THE VILLAGES AT HALIFAX
DEVELOPMENT, LLC
General Partner

By: TCG DEVELOPMENT SERVICES,
L.L.C., Sole Member

By: 
Name: PETER BEHRENSGER
Its: EXECUTIVE VICE PRESIDENT

VILLAGES AT HALIFAX PARTNERS, INC.
General Partner

By: _____
Name: _____
Its: _____

(The execution of this document constitutes an affirmation
under the penalties of perjury that the facts stated herein are true.)

**ARTICLE 6
ELECTION AS LIMITED LIABILITY PARTNERSHIP**

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**ARTICLE 7
EFFECTIVE DATE**

The effective date of this filing shall be as of the date this document is filed with the Secretary of State of Florida.

Signed this 24th day of March, 2004.

THE VILLAGES AT HALIFAX
DEVELOPMENT, LLC
General Partner

By: TCG DEVELOPMENT SERVICES,
L.L.C., Sole Member

By: _____
Name: _____
Its: _____

VILLAGES AT HALIFAX PARTNERS, INC.
General Partner

By: Joyours Gamble
Name: Joyours Gamble
Its: President

(The execution of this document constitutes an affirmation
under the penalties of perjury that the facts stated herein are true.)