

Division of Corporations

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Division of Corporations
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From:

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FLORIDA/FOREIGN LP/LLP

Golden Acres Elderly Redevelopment, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$1,061.25

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GOLDEN ACRES ELDERLY REDEVELOPMENT, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being all of the General Partners of Golden Acres Elderly Redevelopment, Ltd., a Florida limited partnership (the "Partnership"), 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:
GOLDEN ACRES ELDERLY REDEVELOPMENT, LTD.
2. The mailing address and the street address of the Partnership is
9400 S. Dadeland Boulevard, Suite 100
Miami, Florida 33156
3. The name and address of the agent for service of process on the Partnership are:
Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the General Partner of the Partnership are:
PHG - Golden Acres Elderly, LLC
9400 S. Dadeland Boulevard, Suite 100
Miami, Florida 33156
Housing Authority of Pompano Beach Affordable Housing Corporation
321 W. Atlantic Boulevard
Pompano Beach, Florida 33060

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: January 26, 2006

PHG - GOLDEN ACRES ELDERLY, LLC, a Florida limited liability company, a General Partner

By: [Signature]
David O. Deutch, Vice President

DATED: January 26, 2006

HOUSING AUTHORITY OF POMPANO BEACH AFFORDABLE HOUSING CORPORATION, a Florida not for profit corporation, a General Partner

By: [Signature]
Name: Woodrow J. Porter
Title: Chairman

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accepts my appointment as registered agent for GOLDEN ACRES ELDERLY REDEVELOPMENT, LTD., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January __, 2006

[Signature]
Brian J. McDonough

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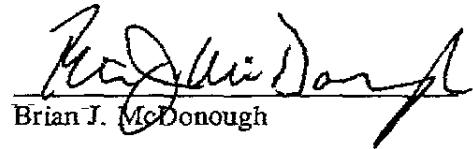
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accepts my appointment as registered agent for GOLDEN ACRES ELDERLY REDEVELOPMENT, LTD., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January 24, 2006


Brian J. McDonough

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