

Certificate of Limited Partnership

A06000001451
FILED
December 12, 2006
Sec. Of State
gharvey

Name of Limited Partnership:

WELLINGTON MANOR APARTMENTS CAPITAL LIMITED
PARTNERSHIP

Street Address of Limited Partnership:

4300 WEST CYPRESS STREET
SUITE 1075
TAMPA, FL. US 33607

Mailing Address of Limited Partnership:

4300 WEST CYPRESS STREET
SUITE 1075
TAMPA, FL. US 33607

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

AMEURCO MANAGEMENT, INC.
4300 WEST CYPRESS STREET
SUITE 1075
TAMPA, FL. 33607

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: HERMAN BESSEM, PRESIDENT

The name and address of all general partners are:

Title: G
EURO WELLINGTON MANOR, INC.
4300 WEST CYPRESS STREET, SUITE 1075
TAMPA, FL. 33607 US

The effective date for this Limited Partnership shall be:

12/12/2006

Signed this Twelfth day of December, 2006

I (we) declare the I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: MICHAEL E. SPIKER, EXEC. VICE PRESIDENT