

## Certificate of Limited Partnership

A1000000013  
FILED  
January 11, 2010  
Sec. Of State  
gharvey

Name of Limited Partnership:

FLORIDA APARTMENT FUND, LP

Street Address of Limited Partnership:

1343 MAIN ST  
SUITE 700  
SARASOTA, FL. 34236

Mailing Address of Limited Partnership:

1343 MAIN ST  
SUITE 700  
SARASOTA, FL. 34236

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

FRED COCHRAN  
1343 MAIN STREET  
SUITE 700  
SARASOTA, FL. 34236

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

Registered Agent Signature: FRED COCHRAN

The name and address of all general partners are:

Title: G  
FLORIDA REAL ESTATE REGIONAL CENTER MGMT.  
1343 MAIN STREET  
SARASOTA, FL. 34236

Signed this Eleventh day of January, 2010

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: FRED COCHRAN