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Florida Department of State
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TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

BALCONES APARTMENTS, LTD.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 1999

PHILLIP G. DAY
TRENAM, KEMKER
101 E. KENNEDY BLVD., #2700
TAMPA, FL 33601-1102

SUBJECT: BALCONES APARTMENTS, LTD.
REF: W99000010833

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy Mitchell
Corporate Specialist

FAX Aud. #: H99000011044
Letter Number: 399A00025417

H990000110447

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BALCONES APARTMENTS, LTD.**

The undersigned General Partner hereby signs this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida. This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. Name of the Partnership. The name of the Partnership shall be Balcones Apartments, Ltd.

2. Agent and Address for Service of Process. The initial registered office of the Partnership shall be located at 101 East Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of the Partnership at such office shall be Richard H. Sollner. The Partnership shall have the right to change such registered office and such registered agent from time to time, as provided by law.

3. Name and Business Address of General Partner. The name and business address of the General Partner are as follows:

Balcones GP, Inc.
1 Place Ville Marie, Suite 3835
Montreal, Quebec, Canada H3B 4M6

4. Mailing Address of the Partnership. The mailing address of the Partnership shall be as follows: (Principal place of business address is the same)

c/o Balcones GP, Inc.
1 Place Ville Marie, Suite 3835
Montreal, Quebec, Canada H3B 4M6

5. Latest Date of Dissolution. The latest date on which the Partnership is to dissolve is December 31, 2019.

DATED this 3rd day of May, 1999.

Prepared by:
Phillip G. Day
Trenam, Kemker
101 E. Kennedy Blvd., #2700
Tampa, FL 33601-1102
813-223-7474
Fla Bar No. 0056383

BALCONES GP, INC.

By: 
Lloyd Sheiner, President

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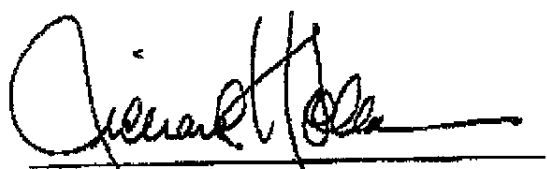
TOTAL P.08

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**BALCONES APARTMENTS, LTD.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited partnership, at the registered office designated in the Certificate of Limited Partnership, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 3rd of May, 1999.



Richard H. Sollner

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**BALCONES APARTMENTS, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, the General Partner of Balcones Apartments, Ltd., a Florida limited partnership, does hereby certify:

- 1 The amount of capital contributions to date of the limited partners is \$424,050.00.
- 2. It is not anticipated that there will be additional capital contributions of limited partners.

Signed this 3rd day of May, 1999.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

BALCONES GP, INC.

By:



Lloyd Shelner, President

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