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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

GREEN CAY VILLAGE DEVELOPMENT, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF****GREEN CAY VILLAGE DEVELOPMENT, LTD.
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is Green Cay Village Development, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133.
3. The name and address of the agent for service of process on the Partnership is Housing Trust Group of Florida, L.L.C., 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133.
4. The name and business address of the general partner is as follows: Green Cay Village Development GP, LLC, 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133.
605-60794
5. The mailing address of the Partnership is 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133.
6. The latest date upon which the Partnership will dissolve is December 31, 2055.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true. This Certificate of Limited Partnership has been executed by the General Partner of the Partnership this 20th day of June, 2005.

GENERAL PARTNER:

Green Cay Village Development GP,
LLC, a Florida limited liability company,
general partner

By: 

Randy E. Rieger, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Green Cay Village Development, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Housing Trust Group of Florida, L.L.C.,
Registered Agent

By: 
Name: Randy E. Rieger
Title: Manager

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TALLAHASSEE, FL 32310

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of Green Cay Village Development, Ltd., a Florida limited partnership, certify as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$0.00.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 20th day of June, 2005.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury the undersigned declares that it has read the foregoing and that the facts alleged are true, to the best of its knowledge and belief.

GENERAL PARTNER:

Green Cay Village Development GP,
LLC, a Florida limited liability company,
general partner

By: 

Randy E. Rieger, Manager

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