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CAPITOL SERVICES & PARALEGAL ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Kings Mill Limited Partnership (Document #)
2. \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Document #)

- Walk in     Pick up time 10:3     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION          |                     |
|-------------------------------------|---------------------|
| <input type="checkbox"/>            | Foreign             |
| <input checked="" type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/>            | Reinstatement       |
| <input type="checkbox"/>            | Trademark           |
| <input type="checkbox"/>            | Other               |

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DIVISION OF CORPORATION

Examiner's Initials

**KINGS MILL LIMITED PARTNERSHIP  
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner files this Certificate of Limited Partnership of KINGS MILL LIMITED PARTNERSHIP with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

1. Name. The name of the limited partnership is **KINGS MILL LIMITED PARTNERSHIP**.

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

CMS/KINGS MILL, L.P.  
c/o CMS Affiliated Partnerships  
One Bala Plaza, Suite 412  
Bala Cynwyd, PA 19004

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is c/o CMS Affiliated Partnerships, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Grant T. Downing  
222 West Comstock Avenue, Suite 101  
Winter Park, Florida 32789

5. Partnership Mailing Address. The mailing address for the limited partnership is c/o CMS Affiliated Partnerships, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is September 1, 2025.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

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7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

8. The sole purpose of the Partnership is to acquire, own, hold, maintain, and operate certain real property located in Escambia County, Florida on which is located Kings Mill Apartments (the "Property"), together with such other activities as may be necessary or advisable in connection with the ownership of the Property. Notwithstanding anything contained herein to the contrary, the Partnership shall not engage in any business, and it shall have no purpose, unrelated to the Property and shall not acquire any real property or own assets other than those related to the Property and/or otherwise in furtherance of the purposes of the Partnership.

Executed this 2<sup>nd</sup> day of October, 2000.

CMS/KINGS MILL, L.P., general partner

By: CMS Entrepreneurial II Associates, L.P.,  
General Partner

By: MSPS Entrepreneurial II, Inc.,  
General Partner

By: John S. Greer  
Name: John S. Greer  
Title: Vice President

**KINGS MILL LIMITED PARTNERSHIP  
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

1. Capital Contributions. The undersigned General Partner of Kings Mill Limited Partnership declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be Two Million Three Hundred Thousand Dollars (\$2,300,000) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be Two Million Three Hundred Thousand Dollars (\$2,300,000).

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2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

CMS/KINGS MILL, L.P., general partner

By: CMS Entrepreneurial II Associates, L.P.,  
General Partner

By: MSPS Entrepreneurial II, Inc.,  
General Partner

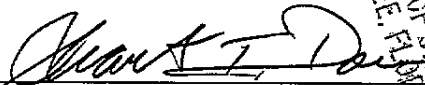
By: John S. Green  
Name: John S. Green  
Title: Vice President

Date: October 2, 2000

**REGISTERED AGENT ACCEPTANCE**

Having been named as Registered Agent and to accept service of process for Kings Mill Limited Partnership, a Florida limited partnership, at the Registered Office designated in the Certificate of Limited Partnership, I hereby accept the appointment as Registered Agent and agree to act in that capacity. 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.

Executed the 2<sup>nd</sup> day of October, 2000.

  
GRANT T. DOWNING

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