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Florida Department of State

Division of Corporations

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Phone : (305) 789-3200
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FLORIDA LIMITED PARTNERSHIP

Colegio YBOR Apartments, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$148.75

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M E M O R A N D U M

TO: Florida Department of State
FROM: Jackie Gerstenfeld
RE: Colegio YBOR Apartments, Ltd.
DATE: February 20, 2001

The articles of incorporation of the general partners of the above-referenced limited partnership were filed simultaneously with the attached certificate of limited partnership. If you have any questions, please call me at 305-789-3545.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
COLEGIO YBOR APARTMENTS, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being all of the General Partners of COLEGIO YBOR APARTMENTS, LTD., a Florida limited partnership (the "Partnership"), do hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
Colegio YBOR Apartments, Inc.
2. The office and principal place of business for the Partnership currently is:
9400 South Dadeland Boulevard, Suite 100
Miami, Florida 33156
3. The name and address of the agent for service of process on the Partnership are:
Patricia K. Green
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The names and addresses of the General Partners of the Partnership are:
PHG - Ybor, Inc. 201-18875
9400 Dadeland Boulevard, Suite 100
Miami, Florida 33156
YTHAP, Inc. 201-18855
400 East Palm Avenue
Tampa, FL 33602
5. The mailing address of the Partnership is:
9400 Dadeland Boulevard, Suite 100
Miami, Florida 33156
6. The latest date upon which the Partnership shall dissolve is December 31, 2051.

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partners pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: February 15, 2001PHG - YBOR, INC., a Florida corporation, a
General PartnerBy: David O. DechName: David O. DechIts: Executive Vice PresidentYTHAP, INC., a Florida corporation, a
General Partner*see counterpart execution page*

By: _____

Name: _____

Its: _____

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Patricia K. Green hereby accepts her appointment as registered agent for Colegio YBOR Apartments, Ltd., a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: February 15, 2001Patricia K. Green
Patricia K. Green, Registered AgentSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partners pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: February 15, 2001

PHG - YBOR, INC., a Florida corporation, a
General Partner

By: _____
Name: _____
Its: _____

YTHAP, INC., a Florida corporation, a
General Partner

By: Robert L. Cole, Jr.
Name: Robert Cole, Jr.
Its: President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Patricia K. Green hereby accepts her appointment as registered agent for Colegio YBOR Apartments, Ltd., a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0301.

DATED: February 15, 2001

Patricia K. Green
Patricia K. Green, Registered Agent

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

V.P. BEFORE ME, the undersigned authority, personally appeared David Deutsch as of PHG - YBOR, Inc., a Florida corporation, and _____ as of YTHAP, Inc., a Florida corporation, as General Partners of Colegio Ybor Apartments, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.98.

2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

PHG - YBOR, INC., a Florida corporation, a
General Partner

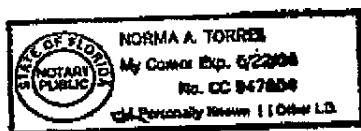
By: David O. Deutsch
Name: David O. Deutsch
Its: Executive Vice President

YTHAP, INC., a Florida corporation, a
General Partner

See Counterpart Execution Page

By: _____
Name: _____
Its: _____

The foregoing instrument was acknowledged before me this 16th day of February, 2001, by David O. Deutsch as Executive Vice President of PHG - Ybor, Inc., a Florida corporation, as a General Partner of Colegio Ybor Apartments, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.



Norma A. Torres
Print or Stamp Name: Norma A. Torres
Notary Public, State of Florida at Large
Commission No.: CC947804
My Commission Expires: 5/22/04

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared _____ as
of PHG - YBOR, Inc., a Florida corporation, and Robert L. Cole, Sr. as V.P.
of YTHAP, Inc., a Florida corporation, as General Partners of Colegio Ybor Apartments, Ltd., a
Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership
to the Partnership is \$99.98.

2. It is anticipated that the Limited Partners will not make additional contributions to the
capital of the Partnership.

PHG - YBOR, INC., a Florida corporation, a
General Partner

By: _____
Name: _____
Its: _____

YTHAP, INC., a Florida corporation, a
General Partner

By: Robert L. Cole, Sr.
Name: Robert L. Cole, Sr.
Its: Vice President

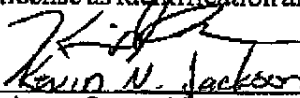
The foregoing instrument was acknowledged before me this ____ day of February, 2001,
by _____ as _____ of PHG - Ybor, Inc., a Florida corporation, as a
General Partner of Colegio Ybor Apartments, Ltd., a Florida limited partnership (the "Partnership"),
who is personally known to me or who has produced a driver's license as identification and who did
(did not) take an oath.

Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

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The foregoing instrument was acknowledged before me this 15 day of February, 2001, by Robert I. Cole as V-President of YTHAP, Inc., a Florida corporation, as a General Partner of Colegio Ybor Apartments, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.


Kevin N. Jackson

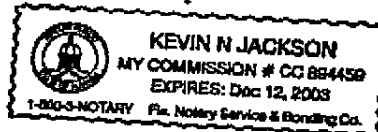
Print or Stamp Name:

Notary Public, State of Florida at Large

Commission No.:

My Commission Expires:

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