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A01000001302

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September 27, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Miami River Oaks Apartments, Ltd.

FILED
 SEP 27 AM 10:46
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only

Retrieval Request

- Photocopy
- Certified Copy

- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

RECEIVED
 SEP 27 AM 10:04
 DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

700004613267--9

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 ****148.75 ****148.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

X LP

CERTIFICATE OF LIMITED PARTNERSHIP
OF
MIAMI RIVER OAKS APARTMENTS, LTD.

01 SEP 27 AM 10:49
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

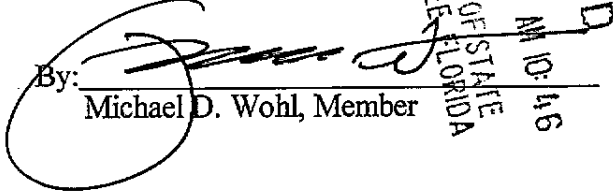
Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partner of MIAMI RIVER OAKS APARTMENTS, LTD., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida,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

1. The name of the Limited Partnership is:
Miami River Oaks Apartments, Ltd.
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:
Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The names and addresses of the General Partner of the Partnership are:
Miami River Oaks, LLC
9400 Dadeland Boulevard, Suite 100
Miami, Florida 33156
L01000016524
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,

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: September 26, 2001

MIAMI RIVER OAKS, LLC, a Florida limited liability company, General Partner

By: 
Michael D. Wohl, Member

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for Miami River Oaks Apartments, Ltd., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: September ____, 2001

Brian J. McDonough, Registered Agent

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: September __, 2001

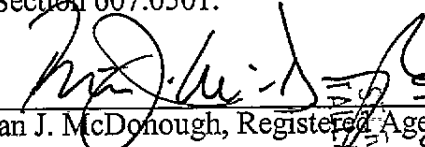
MIAMI RIVER OAKS, LLC, a Florida limited liability company, General Partner

By: _____
Michael D. Wohl, Member

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for Miami River Oaks Apartments, Ltd., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: September 26, 2001



Brian J. McDonough, Registered Agent

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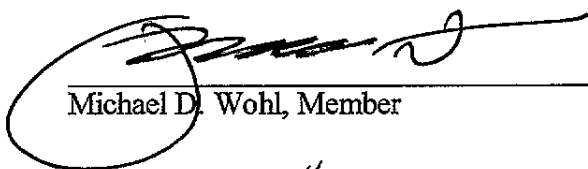
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

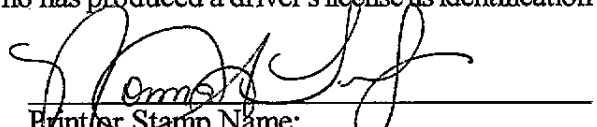
BEFORE ME, the undersigned authority, personally appeared Michael Wohl, the Member of MIAMI RIVER OAKS, LLC, a Florida limited liability company, as General Partner of Miami River Oaks Apartments, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.99.
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

MIAMI RIVER OAKS, LLC., a Florida limited liability company, General Partner


Michael D. Wohl, Member

The foregoing instrument was acknowledged before me this 26th day of September, 2001, by Michael Wohl the Member of Miami River Oaks, LLC, a Florida limited liability company, as General Partner of Miami River Oaks 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: _____

