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

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

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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.

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 <u>26</u>, 2001

-11 MIAMI RIVER OAKS, LEC a Florida limited liability company, General Partner Q 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 ____, 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, Register Ш 2 Ģ 94

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA COUNTY OF DADE

SS:

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:

The aggregate capital contributions made by the Limited Partners of the Partnership to 1. the Partnership is \$99.99.

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

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

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Michael D. Wohl, Member

The foregoing instrument was acknowledged before me this $\frac{\partial \ell_{\perp}^{\prime \prime}}{\partial t_{\perp}}$ 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 Loridanate Argerres Commission No.: My Comm Exp. 6/22/04 NOTARY My Commission Exp No. CC 947804 Personally Known [] Other I.D.

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