

CT CORPORATION

A020000000346

CORPORATION(S) NAME

1) ~~The Glades Apartments Operating Company~~

2) The Glade Apartments Limited Partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File Second
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE GLADES APARTMENTS LIMITED PARTNERSHIP**

The Glades Apartments Operating Company, a Florida corporation (the "General Partner") makes, signs and swears to the following certificate for the purpose of forming The Glades Apartments Limited Partnership under the provisions of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"):

1. The name of the limited partnership is The Glades Apartments Limited Partnership (the "Partnership").

2. The business address of the Partnership at which the records required by Section 620.106 of the Act shall be kept is 7524 Southside Blvd., Jacksonville, Florida 32256.

3. The registered agent for service of process on the Partnership is CT Corporation System, which is located at 1200 South Pine Island Road, Plantation, Florida 33324.

4. The name and business address of the General Partner is:

The Glades Apartments Operating Company
1004 Farnam Street, Suite 400
Omaha, Nebraska 68102

5. The mailing address for the Partnership is 1004 Farnam Street, Suite 400, Omaha, Nebraska 68102.

6. The latest date upon which the Partnership is to be dissolved is December 31, 2031.

EXECUTED as of the 11th day of March, 2002.

THE GLADES APARTMENTS OPERATING
COMPANY, General Partner

By


Michael Thesing, Vice President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, being the sole general partner of The Glades Apartments Limited Partnership, a Florida limited partnership, hereby certifies that:

1. The amount of capital contributions to date of the limited partnership is \$100,000.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,000,000.

Signed this 11th day of March, 2002.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

THE GLADES APARTMENTS OPERATING
COMPANY, General Partner

By


Michael Thesing, Vice President

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ACCEPTANCE FOR APPOINTMENT OF AGENT

FOR

The Glades Apartments Limited Partnership

Having been named as registered agent to accept service of process for the above stated limited partnership at the place designated in this certificate, c/o CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: 

Christine M. Eastwine
Assistant Secretary

Date: 3/1/02

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