

CORP/DIRECT ACCOUNTS INC. formerly CORP/ST
103 N. MERIDIAN STREET, TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

700005139277--0
-03/21/02--01043--008
***1075.00 ***148.75

DATE: 3-21-02

REF. #: 0151.5629

CORP. NAME: Siena Gardens Limited Partnership

- | | | |
|------------------------------------------------------|---------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

RECEIVED
02 MAR 21 PM 12:36
DIVISION OF CORPORATIONS

STATE FEES PREPAID WITH CHECK# 1143 FOR \$ 148.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

FILED
02 MAR 21 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|----------------------------------------------------|------------------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SIENA GARDENS LIMITED PARTNERSHIP

FILED
02 MAR 21 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, being the sole General Partner of SIENA GARDENS LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

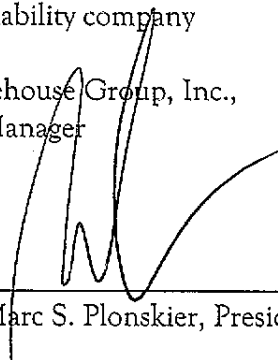
1. The name of the Partnership shall be SIENA GARDENS LIMITED PARTNERSHIP.
2. The address of the office where records shall be kept shall be 120 Forbes Boulevard, Mansfield, MA 02048. The name and address of the registered agent for service of process is Brian J. McDonough, 150 West Flagler Street, Suite 2200, Miami, Florida 33130.
3. The name and the business address of the General Partner are:

GHG SIENA GARDENS LLC, a Florida limited liability company
c/o Gatehouse Group, Inc. *LD20000000117*
120 Forbes Boulevard
Mansfield, MA 02048
4. The mailing address of the limited partnership is c/o Gatehouse Group, Inc., 120 Forbes Boulevard, Mansfield, MA 02048.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2053.
6. This Certificate has been executed by the undersigned effective as of the 19th day of March, 2002.

GENERAL PARTNER:

GHG SIENA GARDENS LLC, a
Florida limited liability company

By: The Gatehouse Group, Inc.,
its sole Manager

By: 
Marc S. Plonskier, President

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for SIENA GARDENS LIMITED PARTNERSHIP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that he is familiar with his statutory obligations as such.

By: Brian J. McDonough
Brian J. McDonough

Dated this 19th day of March, 2002.

AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

FILED
MAR 21 PM 4:12
TALLAHASSEE, FLORIDA

The undersigned being the sole General Partner of SIENA GARDENS LIMITED PARTNERSHIP and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of SIENA GARDENS LIMITED PARTNERSHIP, with the Florida Department of State, as required by Section 620.108, Florida Statutes:

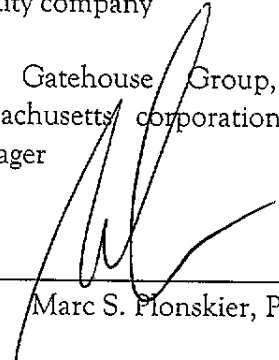
The amount of the capital contributions of the limited partners as of the date hereof is \$100.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

GHG SIENA GARDENS LLC, a Florida limited liability company

By: The Gatehouse Group, Inc., a Massachusetts corporation, its sole Manager

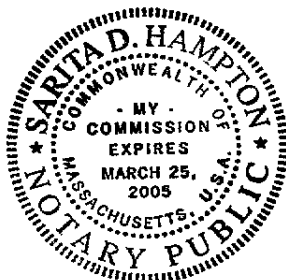
By: 
Marc S. Plonskier, President

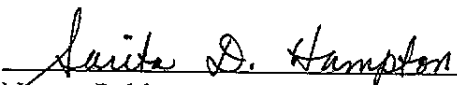
COMMONWEALTH OF MASSACHUSETTS)

COUNTY OF BRISTOL)

The foregoing instrument was acknowledged before me this 19th day of March, 2002, by Marc S. Plonskier, as President of The Gatehouse Group, Inc., a Massachusetts corporation, the sole Manager of GHG SIENA GARDENS LLC, a Florida limited liability company, the sole General Partner of SIENA GARDENS LIMITED PARTNERSHIP, and who is personally known to me.

(Notary Seal)




Notary Public
My Commission Expires: 3/25/2005
Print, type or stamp name of
notary SARITA D. HAMPTON