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FLORIDA FILING & SEARCH SERVICES, INC.

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PH: (850) 668-4318 FX: (850) 668-3398

DATE: 04-15-02
ACCOUNT NO: FCA000000015
AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

TYPE OF FILING: CERTIFICATE OF LIMITED PARTNERSHIP

NAME: ARROWHEAD APARTMENTS, LTD

SPECIAL INSTRUCTIONS: CERTIFIED COPY AND GOOD
STANDING CERTIFICATE

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FILED
02 APR 15 PM 12:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
02 APR 15 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3000005272723-4

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ARROWHEAD APARTMENTS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of ARROWHEAD APARTMENTS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be ARROWHEAD APARTMENTS, LTD. ("Partnership").
2. The initial business and mailing address of the Partnership where records shall be kept shall be 2180 Immakalee Road - Suite 308, Naples, Florida 34110.
3. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
4. The names and initial business addresses of the General Partner are:

COLLIER COUNTY HOUSING AUTHORITY'S
LAND ACQUISITION-NEW DEVELOPMENT, INC.,
a Florida corporation
c/o Fred N. Thomas, Jr.
1800 Farm Worker Way
Immokalee, Florida 34142

N 38760

MDG CAPITAL ARROWHEAD APARTMENTS, LLC,
a Florida limited liability company
2180 Immakalee Road - Suite 308
Naples, Florida 34110

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5. The latest date upon which the Partnership is to dissolve shall be December 31, 2062.

This Certificate has been executed by the undersigned as of the 13 day of April, 2002.

GENERAL PARTNERS:

**COLLIER COUNTY HOUSING
AUTHORITY'S LAND ACQUISITION-NEW
DEVELOPMENT, INC.,** a Florida corporation

By: [Signature]
Name: MARIA ADAME
Title: PRESIDENT

**MDG CAPITAL ARROWHEAD
APARTMENTS, LLC,** a Florida limited liability
company

BY: MDG CAPITAL CORPORATION, ITS MANAGING
By: [Signature] MEMBER
Name: WILLIAM L KLOHN
Title: PRESIDENT

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of ARROWHEAD APARTMENTS, LTD., and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of ARROWHEAD APARTMENTS, LTD., 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 \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNERS:

**COLLIER COUNTY HOUSING
AUTHORITY'S LAND ACQUISITION-NEW
DEVELOPMENT, INC.,** a Florida corporation

By: Maria Adams
Name: MARIA ADAMS
Title: PRESIDENT

**MDG CAPITAL ARROWHEAD
APARTMENTS, LLC,** a Florida limited liability
company

BY MDG CAPITAL CORPORATION, ITS MANAGING
By: William L. Klotz MEMBER
Name: WILLIAM L. KLOTZ
Title: PRESIDENT

Dated this 12 day of April, 2002.

[NOTARY ACKNOWLEDGEMENTS ON FOLLOWING PAGE]

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 13 day of April, 2002, by Marie Adams, as President of Collier County Housing Authority Land Acquisition-New Development, Inc. He/She is personally known to me or has produced _____ as identification and who did/did not take an oath.



Denise Larson
My Commission CC738872
Expires May 3, 2002

Denise Larson
(Signature of Notary Public)

DENISE LARSON

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires: _____

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TALLAHASSEE, FLORIDA

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 12 day of April, 2002, by William Klocka, as MDG Capital Corp. President of MDG Capital Arrowhead Apartments, LLC. He/She is personally known to me or has produced _____ as identification and who did/did not take an oath.



Denise Larson
My Commission CC738872
Expires May 3, 2002

Denise Larson
(Signature of Notary Public)

DENISE LARSON

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires: _____

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for ARROWHEAD APARTMENTS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**

By: _____

Janice C. Myers, Vice President

Douglas E. Starcher

Dated this 12 day of April, 2002.

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