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Account Name : BROAD AND CASSEL (BOCA RATON)
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FLORIDA LIMITED PARTNERSHIP

Heritage at Green Cay, Ltd.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$96.25

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HERITAGE AT GREEN CAY, LTD.,
a Florida limited partnership**

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is Heritage at Green Cay, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133.
3. The name and address of the agent for service of process on the Partnership is Housing Trust Group of Florida, L.L.C., 3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133.
4. The name and business address of each general partner is as follows:

Heritage, LLC <u>L03-9518</u>	3225 Aviation Avenue Suite 700 Coconut Grove, Florida 33133
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5. The mailing address of the Partnership is 3225 Aviation Avenue, Suite 700, Coconut Grove, Florida 33133.
6. The latest date upon which the Partnership will dissolve is December 31, 2033.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of Heritage at Green Cay, Ltd. this 14 day of March, 2003.

GENERAL PARTNER:

HERITAGE, LLC,
a Florida limited liability company

By: 

Randy E. Rieger, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Heritage at Green Cay, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned limited liability company, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

**HOUSING TRUST GROUP OF FLORIDA,
L.L.C., a Florida limited liability company**

By


Randy E. Rieger, Manager

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Heritage at Green Cay, Ltd., a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$100.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 14th day of March, 2003.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

HERITAGE, LLC,
a Florida limited liability company

By: 
Randy E. Rieger, Manager

#110887

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