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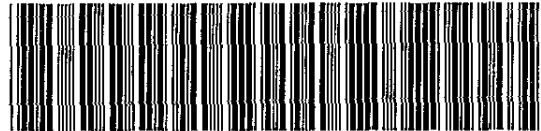
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May 1, 2003

Ivan A. Colao  
904 598 8614  
icolao@akerman.com

**VIA FEDERAL EXPRESS**

Brenda Tadlock  
Senior Section Administrator  
Florida Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Partnership Conversion**

Dear Ms. Tadlock:

Enclosed are the following documents:

1. Certificate of Limited Partnership - Chelsea Quality Living Residential Florida II, LP
2. Affidavit of Capital Contributions for Florida Limited Partnership - Chelsea Quality Living Residential II, LP
3. Statement of Qualification for Florida Limited Liability Limited Partnership - Chelsea Quality Living Residential Florida II, LLLP ✓

Also enclosed is this firm's check number 3086 in the amount of \$112.50 to cover filing fees detailed as \$52.50 for the Limited Partnership filing, \$35.00 for the Registered Agent Designation and \$25.00 for the Statement of Qualification for FL LLLP. ✓

We seek to convert, pursuant to Section 620.8902, Chelsea Quality Living Residential II, L.L.P., a Florida general partnership which has obtained limited liability status, to a Florida limited partnership. ✓

After such conversion, we seek to obtain limited liability status for the limited partnership to render the limited partnership a Florida limited liability limited partnership, whose name will be Chelsea Quality Living Residential Florida II, LLP. ✓

Brenda Tadlock

May 1, 2003

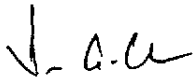
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Please call me with any questions.

Sincerely,

**AKERMAN SENTERFITT**

A handwritten signature in dark ink, appearing to read 'I. A. Colao', with a stylized flourish at the end.

Ivan A. Colao

Enclosures

## CERTIFICATE OF LIMITED PARTNERSHIP

1. Chelsea Quality Living Residential Florida II, L.P. a Florida limited partnership  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. Business address of Limited Partnership: 1518 Koenig Lane  
Austin, Texas 78756

3. Name of Registered Agent for Service of Process: MOTOLAW, Inc.

4. Florida street address for Registered Agent: 50 North Laura Street, Suite 2500  
Jacksonville, Florida 32202

5. Signature of Registered Agent accepting designation as Registered Agent for Service of Process:

MOTOLAW, Inc.

By: Ivan A. Colao  
Ivan A. Colao, Vice President

6. Mailing Address of the Limited Partnership: 1518 Koenig Lane  
Austin, Texas 78756

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2043

8. Name(s) of general partner(s): Street address:

Chelsea Carlisle I, Inc. P03-44989 1518 Koenig Lane  
Austin, Texas 78756

9. The Partnership was converted to a Limited Partnership from the Partnership.

10. The name of the Partnership immediately prior to the filing of this Certificate of Limited Partnership was: Chelsea Quality Living Residential Florida II L.L.P.

11. The conversion of the Partnership to a Limited Partnership was approved by all of the partners of the Partnership.

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

Signed this 30th day of April, 2003.

Signature of all general partners:

CHELSEA CARLISLE I, INC., a Florida corporation,  
sole general partner

By: Edward W. Conk  
Edward W. Conk, President

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

*The undersigned constituting all of the general partners of Chelsea Quality Living Residential Florida II, LP, a Florida Limited Partnership, certify:*

The amount of capital contributions to date of the limited partners is \$10.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$10.00.

Signed this 30th day of April, 2003.

FURTHER AFFIANT SAYETH NOT.

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

Signature of all general partners:

CHELSEA CARLISLE I, INC., a Florida corporation,  
sole general partner

By: Edward W. Conk  
Edward W. Conk, President