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Division of Corporations

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FLORIDA LIMITED PARTNERSHIP

STONEHILL APARTMENTS PARTNERS, LTD

Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
STONEHILL APARTMENTS PARTNERS, LTD.**

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

1. The name of the Partnership shall be **STONEHILL APARTMENTS PARTNERS, LTD.** (the "Partnership").

2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. 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.

3. The names and initial business addresses of the General Partners are:

CED CAPITAL HOLDINGS 2004 R, L.L.C., a Florida limited liability company
1551 Sandspur Road
Maitland, Florida 32751

4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2063.

This Certificate has been executed by the undersigned as of the 6th day of February, 2004.

GENERAL PARTNER:

CED CAPITAL HOLDINGS 2004 R, L.L.C.,
a Florida limited liability company

By: _____

Jay P. Brock, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for STONEHILL APARTMENTS PARTNERS, 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 §620.192, Florida Statutes.

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

By: Janice Myers
Janice Myers, Vice Pres

Dated this 10th day of February, 2004.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of STONEHILL APARTMENTS PARTNERS, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of STONEHILL APARTMENTS PARTNERS, 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 PARTNER:

CED CAPITAL HOLDINGS 2004 R, L.L.C.,
a Florida limited liability company

By: _____

Jay P. Brock, Manager

Dated this 6th day of February, 2004.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6th day of February, 2004, by Jay P. Brock, as Manager of CED Capital Holdings 2004 R, L.L.C., a Florida limited liability company, as general partner of Stonehill Apartments Partners, Ltd., a Florida limited partnership. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

(Signature of Notary Public)

Peggy A Baker

My Commission CC970760
Expires November 25, 2004

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires: _____

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