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Codina Development Corp

305-520-2408

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FLORIDA LIMITED PARTNERSHIP

Codina Residential, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
CODINA RESIDENTIAL, LTD.

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is Codina Residential, Ltd.

2. Registered Office.

The registered office of the Partnership in the State of Florida is 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is Kolleen O.P. Cobb, 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

4. General Partner.

The name and business address of the General Partner is as follows: Codina Residential, Inc., 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134

5. Mailing Address.

The mailing address of the Partnership is 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

6. Dissolution.

The latest date upon which the Partnership will dissolve is December 31, 2034.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 21 day of September, 2004.

GENERAL PARTNER:

CODINA RESIDENTIAL, INC.

By: Kolleen O.P. Cobb

Kolleen O.P. Cobb, Vice President

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CERTIFICATE DESIGNATING REGISTERED AGENT

AND REGISTERED OFFICE

In compliance with Florida Statutes Section 620.192, the following is submitted:

CODINA RESIDENTIAL, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134, as its initial Registered Office and has named Kolleen Cobb, located at said address as its initial Registered Agent.

CODINA RESIDENTIAL, INC.
General Partner

By: Kolleen O.P. Cobb
Kolleen O.P. Cobb, Vice President

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: Kolleen Cobb
Kolleen Cobb
Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Kolleen O.P. Cobb, Vice President of Codina Residential, Inc., a Florida corporation, constituting the sole general partner of Codina Residential, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$-0-.
2. The total anticipated amount of the capital contributions of the limited partners is \$100,000.

This 21 day of September, 2004.

FURTHER AFFIANT SAYETH NOT.

Under 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:

CODINA RESIDENTIAL, INC.

By:

Kolleen O.P Cobb, Vice President

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