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Florida Department of State
Division of Corporations
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To: Division of Corporations
 Fax Number : (850) 205-0383

From: Account Name : CORPDIRECT AGENTS, INC.
 Account Number : 110450000714
 Phone : (850) 222-1173
 Fax Number : (850) 224-1640

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FLORIDA LIMITED PARTNERSHIP

SOUTHGATE TOWERS, LLLP

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$1,837.50

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Statement of Qualification
to follow.*

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MESSAGE CONFIRMATION

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**STATEMENT
AND
PLAN OF CONVERSION
of
SOUTHGATE APARTMENTS, a Florida general partnership
into
SOUTHGATE TOWERS, LLLP, a Florida limited liability limited partnership**

THIS STATEMENT AND PLAN OF CONVERSION is intended to comply with Florida Statutes § 620.8902, and is being filed with the Florida Department of State in accordance therewith.

1. This certifies that SOUTHGATE APARTMENTS, a Florida general partnership ("Partnership"), has been converted to a Florida limited partnership that shall be known as SOUTHGATE TOWERS, LLLP ("Limited Partnership").

2. The former name of the Partnership is SOUTHGATE APARTMENTS.

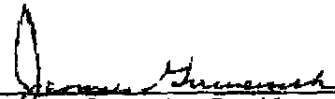
3. This certifies that all of the Partners of the Partnership have consented to this conversion.

4. Florida Statutes § 620.8904 shall govern the Partnership and Limited Partnership and all properties owned by the Partnership shall remain vested in the Limited Partnership following the conversion and all liabilities and obligations of the Partnership shall continue as liabilities and obligations of the Limited Partnership.

5. This conversion shall be effective as of the date of the filing of this Statement and Plan by the Florida Department of State.

The undersigned, being a partner of the Partnership and the sole general partner of the Limited Partnership, hereby affirms that the foregoing is true and correct.

GUMENICK INVESTMENTS
NO. 1, INC., a Florida corporation

By: 
Jefome Gumenick, President

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CERTIFICATE OF LIMITED PARTNERSHIP

1. Southgate Towers, LLLP
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 1920 Meridian Avenue, 2nd Floor, Miami Beach, FL 33139
(Business address of Limited Partnership)

3. Manny Diaz
(Name of Registered Agent for Service of Process)

4. 1920 Meridian Avenue, 2nd Floor, Miami Beach, FL 33139
(Florida street address for Registered Agent)

5. Manny Diaz
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 6600 West Broad Street, Suite 100, Richmond, VA 23230
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2053

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

Gumenick Investments No. 1, Inc.

1920 Meridian Avenue, 2nd Floor
Miami Beach, FL 33139

294-37255

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 2nd day of November, 2004.

Signature of all general partners:
(see attached signature page)

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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**ADDENDUM TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
SOUTHGATE TOWERS, LLLP**

SIGNATURE PAGE

GENERAL PARTNER:

GUMENICK INVESTMENTS
NO. 2, INC., a Florida corporation

By: 
Jerome Gumenick, President

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

The undersigned constituting all of the general partners of Southgate Towers, LLLP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 13,050,068.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 13,050,068.

Signed this 2nd day of November, 2004.

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.

(see attached signature page)

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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STATE OF FLORIDA

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**ADDENDUM TO
 AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
 FLORIDA LIMITED PARTNERSHIP
 SOUTHGATE TOWERS, LLLP**

SIGNATURE PAGE

GENERAL PARTNER:

GUMENICK INVESTMENTS
 NO. 1, INC., a Florida corporation

By: *Jerome Guamenick*
 Jerome Guamenick, President

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