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FLORIDA LIMITED PARTNERSHIP

SERENITY COVE & BEACH CLUB -OCEANSIDE, LTD.

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Fax Audit Number: H05000004535_3

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SERENITY COVE & BEACH CLUB - OCEANSIDE, LTD.
a Florida limited partnership**

The undersigned general partners, 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 state the following:

1. The name of the limited partnership is Serenity Cove & Beach Club - Oceanside, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 3250 Mary Street, Suite 500, 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., 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133.
4. The names and business addresses of the general partners are as follows:
 - Serenity Cove GP-SM, LLC, 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133
 - Serenity Cove GP-RR, LLC 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133
 - RWR Development Company, LLC, 3601 W. Commercial Blvd, Suite 38, Ft. Lauderdale, Florida 33313
5. The mailing address of the Partnership is 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133.
6. The latest date upon which the Partnership will dissolve is December 31, 2034.

The execution of this certificate by the undersigned General Partners 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 General Partners of the Partnership this 6th day of January, 2005

GENERAL PARTNERS:

RWR Development Company, LLC, a
Florida limited liability company, general partner

By: 

Marvin Rappaport, Manager

Serenity Cove GP-SM, LLC, a Florida limited
liability company, general partner

By: 

Stewart I. Marcus, Manager

Serenity Cove GP-RR, LLC, a Florida limited
liability company, general partner

By: 

Randy E. Rieger, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Serenity Cove & Beach Club - Oceanside, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, 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.,
Registered Agent

By: 
Name: Thomas J. Bazal
Title: Executive Vice President & CFO

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Fax Audit Number: H05000004535 3**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned general partners of Serenity Cove & Beach Club - Oceanside, Ltd., a Florida limited partnership, certify as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$0.00.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 6th day of January, 2005.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNERS:

RWR Cove Development Company, LLC, a Florida limited liability company, general partner

By: 

Marvin Rappaport, Manager

Serenity Cove GP-SM, LLC, a Florida limited liability company, general partner

By: 

Stewart I. Marcus, Manager

Serenity Cove GP-RR, LLC, a Florida limited liability company, general partner

By: 

Randy E. Rieger, Manager

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