

FEB-10-2005 THU 05:35 PM

FAX NO.

01

Division of Corporations

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Florida Department of State
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From:

Account Name : BROAD AND CASSEL (ORLANDO)
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FLORIDA LIMITED PARTNERSHIP

VOA Little Havana, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VOA LITTLE HAVANA, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of VOA LITTLE HAVANA, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be VOA LITTLE HAVANA, LTD. (the "Partnership").
2. The address of the initial office where records shall be kept shall be 605 South Boulevard, Tampa, Florida 33606.
3. The name and address of the initial registered agent for service of process is Hill, Ward & Henderson, P.A., Suite 3700, Bank of America Plaza, 101 East Kennedy Boulevard, Tampa, Florida 33602, Attention: Jonathan P. Jennewein, Esq.
4. The name and initial business address of the General Partner is:

VOA LITTLE HAVANA AFFORDABLE HOUSING, INC.,
a Florida nonprofit corporation
605 South Boulevard
Tampa, Florida 33606

105-1324
5. The initial mailing address of the limited partnership is 605 South Boulevard, Tampa, Florida 33606.
6. The latest date upon which the Partnership is to dissolve shall be December 31, 2065.

This Certificate has been executed by the undersigned as of the 9th day of February, 2005.

GENERAL PARTNER:

VOA LITTLE HAVANA AFFORDABLE HOUSING, INC., a Florida nonprofit corporation

By: Kathryn E. Spearman

Name: Kathryn E. Spearman

Title: President

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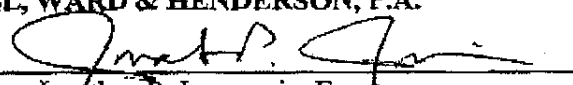
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for VOA LITTLE HAVANA, 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.

HILL, WARD & HENDERSON, P.A.

By:


Jonathan P. Jennewein, Esq.

Dated this 9th day of February, 2005.

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P. 04

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of VOA LITTLE HAVANA, 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 VOA LITTLE HAVANA, 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:

VOA LITTLE HAVANA AFFORDABLE
HOUSING, INC., a Florida nonprofit corporation

By: [Signature]
Name: Kathryn E. Spearman
Title: President

Dated this 9th day of February, 2005.

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 9th day of February, 2005, by Kathryn E. Spearman, as President, of VOA Little Havana Affordable Housing, Inc., a Florida nonprofit corporation, as general partner of VOA Little Havana, Ltd., a Florida limited partnership. He/She is personally known to me or has produced _____ as identification and who did/did not take an oath.

[Signature]
(Signature of Notary Public)

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires: 7/23/05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Raymond N. Miller III
My Commission D0007420
Expires April 23, 2005