

Certificate of Limited Partnership

A05000001154
FILED
June 10, 2005
Sec. Of State
gharvey

Name of Limited Partnership:

POUGHKEEPSIE ATRIUM INVESTORS LIMITED PARTNERSHIP

Business Address of Limited Partnership:

3801 PGA BOULEVARD
600
PALM BEACH GARDENS, FL. US 33410

Mailing Address of Limited Partnership:

3801 PGA BOULEVARD
600
PALM BEACH GARDENS, FL. US 33410

The name and Florida street address of the registered agent is:

REGSERV CORP.
3801 PGA BOULEVARD
600
PALM BEACH GARDENS, FL. 33410

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: LAWRENCE J. DIAMOND, PRESIDENT

The latest date upon which the Limited Partnership is to be dissolved is:

DECEMBER 31, 2105

The name and address of all general partners are:

Title: G
POUGHKEEPSIE ATRIUM EQUITY INVESTORS LIMIT
3801 PGA BOULEVARD, SUITE 600
PALM BEACH GARDENS, FL. 33410 US

**Affidavit of Capital Contributions
For Florida Limited Partnership**

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The undersigned constituting all of the general partners of:
POUGHKEEPSIE ATRIUM INVESTORS LIMITED PARTNERSHIP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
0.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
1,000.00

Signed this Tenth day of June, 2005

Under the penalties of perjury I (we) declare the I (we) have read the foregoing
and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: DANIEL S. MESSINA, VP OF CORP GP