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Florida Department of State

Division of Corporations Public Access System

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FLORIDA LIMITED PARTNERSHIP

Brentwood Place Tampa Apartments Ltd.

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Estimated Charge	\$148.75

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7/15/2005

CERTIFICATE OF LIMITED PARTNERSHIP OF BRENTWOOD PLACE TAMPA APARTMENTS LTD.

The undersigned, in forming a Florida limited partnership under the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"), Chapter 620 of the Florida Statutes, hereby adopts the following Certificate of Limited Partnership:

- 1. The name of the limited partnership is Brentwood Place Tampa Apartments Ltd. (hereinafter, the "Partnership").
- 2. The address of the office of and the name of the address of the agent for service of process required to be maintained by 620.105 of the Act are Lawrence Steinberg, 2650 North Military Trail, Suite 240, Boca Raton, FL 33431.
 - 3. The name and business address of the general partner of the Partnership are:

Brentwood Place GP Inc. POS 99989 3700 Airport Road, Suite 404 Boca Raton, FL 33431

- 4. The mailing address of the Partnership is 3700 Airport Road, Suite 404, Boca Raton, Florida 33431.
 - The latest date upon which the Partnership is to dissolve is December 31, 2075.

Under penalties of perjury the undersigned has read the foregoing and know the contents thereof and that the facts herein are true and correct.

Signed this 15th day of July, 2005.

SOLE GENERAL PARTNER:

BRENTWOOD PLACE GP INC.

I have the Strippers Incorporator

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR BRENTWOOD PLACE TAMPA APARTMENTS LTD.

The undersigned constituting all of the general partners of Brentwood Place Tampa Apartments Ltd., a Florida limited partnership certify:

The amount of capital contributions to date of the limited partners is \$1,000.

No additional contributions are auticipated to be made by the limited partners.

Dated: July 15, 2005.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares to have read the foregoing instrument and know the contents thereof and that the facts stated herein are true and correct.

SOLE GENERAL PARTNER:

BRENTWOOD PLACE GP INC.

Lawrence Steinberg, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designed in paragraph 2 of the Certificate of Limited Partnership, I bereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 620, F.S.

Dawlence Plemper8

Dated: July 15, 2005

SECRETARY OF STATE OF CORPORATIONS

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