

08/02/2005 14:58 FAX 3057893490

STEARNS WEAVER MILLER

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Division of Corporations

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Magnolia Ridge Apartments, Ltd.

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$148.75 |

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAGNOLIA RIDGE APARTMENTS, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of MAGNOLIA RIDGE APARTMENTS, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
MAGNOLIA RIDGE APARTMENTS, LTD.
2. The office and principal place of business for the Partnership currently is:
2950 S. W. 27th Avenue, Suite 200
Miami, Florida 33133
3. The name and address of the agent for service of process on the Partnership are:
Patricia K. Green
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the General Partner of the Partnership are:
TCG MAGNOLIA RIDGE, LLC
2950 S. W. 27th Avenue, Suite 200
Miami, Florida 33133
5. The mailing address of the Partnership is:
2950 S. W. 27th Avenue, Suite 200
Miami, Florida 33133
6. The latest date upon which the Partnership shall dissolve is December 31, 2055.

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: August 1, 2005

TCG MAGNOLIA RIDGE, LLC, a
Florida limited liability company, a General
Partner

BY 
Lloyd J. Boggio, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Patricia K. Green hereby accepts his appointment as registered agent for MAGNOLIA RIDGE APARTMENTS, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: August 1, 2005


Patricia K. Green

2005 AUG -2 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: August __, 2005

TCG MAGNOLIA RIDGE, LLC, a Florida limited liability company, a General Partner

By: _____
Lloyd J. Boggio, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Patricia K. Green hereby accepts his appointment as registered agent for MAGNOLIA RIDGE APARTMENTS, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: August __, 2005



Patricia K. Green

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Lloyd J. Boggio, as President of TCG Magnolia Ridge, LLC, a Florida limited liability company, as General Partner of Magnolia Ridge Apartments, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partner of the Partnership to the Partnership is \$99.99.


2. It is not anticipated that the Limited Partner will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

TCG MAGNOLIA RIDGE, LLC, a
Florida limited liability company, a General
Partner

By: 
Lloyd J. Boggio, President

The foregoing instrument was acknowledged before me this 7 day of August, 2005 by Lloyd J. Boggio, as President of TCG Magnolia Ridge, LLC, a Florida limited liability company, a General Partner of Magnolia Ridge Apartments, Ltd., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.




Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

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