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Division of Corporations

FAX NO
A05000001558

P. 01
Page 1 of 1

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

Punta Gorda Apartments, Ltd.

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

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P. 02

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PUNTA GORDA APARTMENTS, LTD.**

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

1. The name of the Partnership shall be PUNTA GORDA APARTMENTS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The names and initial business addresses of the General Partners are:

PUNTA GORDA CED APARTMENTS, L.L.C., a Florida limited liability company LOS- 74527
1551 Sandspur Road
Maitland, Florida 32751

PUNTA GORDA APARTMENTS, L.L.C., a Florida limited liability company LOS- 76714
420 Myrtle Street
Punta Gorda, Florida 33950

4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.

5. 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 29 day of July, 2005.

GENERAL PARTNERS:

PUNTA GORDA CED APARTMENTS, L.L.C., a
Florida limited liability company

By: Jay P. Brock

Jay P. Brock, Manager

PUNTA GORDA APARTMENTS, L.L.C., a Florida
limited liability company

By: Punta Gorda Housing Authority, a non-profit
corporate body and politic pursuant to Chapter
421, Florida Statutes, its managing member

By: Jean Farino

Jean Farino, Executive Director

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P. 03

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for PUNTA GORDA APARTMENTS, 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.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC., a Florida corporation**

By: 
Robyn L. Noren,
Vice President

Dated this 8th day of August, 2005.

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FAX NO.

P. 04

Florida Dept. of State Procurement

Florida Dept. Audit No. #050001894963

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the general partners of PUNTA GORDA APARTMENTS, 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 PUNTA GORDA APARTMENTS, 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 PARTNERS:

PUNTA GORDA CED APARTMENTS, L.L.C., a
Florida limited liability company

By: Jay P. Brock
Jay P. Brock, Manager

PUNTA GORDA APARTMENTS, L.L.C., a Florida
limited liability company

By: Punta Gorda Housing Authority, a non-profit
corporate body and politic pursuant to Chapter
421, Florida Statutes, its managing member

By: Jean Farino
Jean Farino, Executive Director

Dated this 29 day of July, 2005.

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P. 05

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29 day of July, 2005, by Jay P. Brock, as Manager of Punta Gorda CED Apartments, L.L.C., a Florida limited liability company, as general partner of Punta Gorda Apartments, Ltd., a Florida limited partnership. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

MAIY ELLEN CARMACK
Notary Public, State of Florida
My Comm. Expires Feb. 12, 2006
Comm. No. DD 093695

Maiy Ellen Carmack
(Signature of Notary Public)

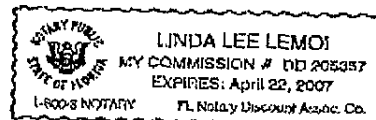
Maiy Ellen Carmack
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires: _____

STATE OF FLORIDA
COUNTY OF Charlotte

The foregoing instrument was acknowledged before me this 29th day of July, 2005, by Jean Farino, as Executive Director of the Punta Gorda Housing Authority, the managing member of Punta Gorda Apartments, L.L.C., a Florida limited liability company, as general partner of Punta Gorda Apartments, Ltd., a Florida limited partnership. She is personally known to me or has produced _____ as identification and who did/did not take an oath.

Linda Lee Lemoi
(Signature of Notary Public)

Linda Lee Lemoi
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. DD 205357
My commission expires: April 22, 2007



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