

01/25/2006 12:01 FAX 2057803490

STEARNS WEAVER MILLER

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Division of Corporations

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Florida Department of State
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MEADOWBROOK APARTMENTS, LTD.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$1,061.25

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MEADOWBROOK APARTMENTS, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Meadowbrook 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:
MEADOWBROOK APARTMENTS, LTD.
2. The mailing address and the street address of the Partnership is
2950 S.W. 27 Avenue, Suite 200
Miami, Florida 33133
3. The name and address of the agent for service of process on the Partnership are:
Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the General Partner of the Partnership are:
TCG MEADOWBROOK, LLC
2950 S.W. 27th Avenue, Suite 200
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: January 24, 2006

TCG MEADOWBROOK, LLC, a Florida limited liability company, a General Partner

By:

Lloyd J. Boggio, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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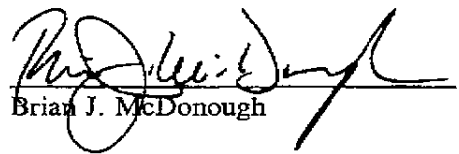
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accepts my appointment as registered agent for MEADOWBROOK APARTMENTS, LTD., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January 24, 2006
Brian J. McDonough

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