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FLORIDA/FOREIGN LP/LLP

Walden Brook Atlanta Apartments LLLP

Certificate of Status	1
Certified Copy	1
Page Count	02
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CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
OF
WALDEN BROOK ATLANTA APARTMENTS LLLP

The undersigned, in forming a Florida limited liability limited partnership under the Florida Revised Uniform Limited Partnership Act of 2005, as amended (the "Act"), Chapter 620 of the Florida Statutes, hereby adopts the following Certificate of Limited Liability Limited Partnership:

1. The name of the limited liability limited partnership is Walden Brook Atlanta Apartments LLLP (hereinafter, the "Partnership").
2. The mailing and principal address of the Partnership is 3700 Airport Road, Suite 404, Boca Raton, Florida 33431.
3. The name and street address of the initial registered agent of the Partnership are Lawrence Steinberg, 2650 N. Military Trail, Suite 240, Boca Raton, FL 33487.
4. The name and business address of the general partner of the Partnership are:

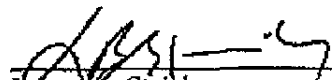
Walden Brook GP LLC L06-9155
3700 Airport Road, Suite 404
Boca Raton, FL 33431
5. The Partnership is a limited liability limited partnership.

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 24 day of January, 2006.

SOLE GENERAL PARTNER:

WALDEN BROOK GP LLC

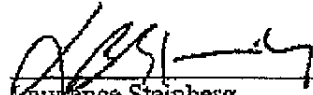

Lawrence Steinberg
Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Walden Brook Atlanta Apartments LLLP at the place designated in paragraph 3 of the Certificate of Limited Liability Limited Partnership, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.


Lawrence Steinberg

Dated: 1/24/06 ~~2006~~

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