

Division of Corporations

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VILLAGE AT DELRAY, LTD.**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the general partner of VILLAGE AT DELRAY, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be VILLAGE AT DELRAY, LTD. (the "Partnership").
2. The address of the initial office where records shall be kept shall be 1301 SW 10th Avenue, Bldg. J., Delray Beach, Florida, 33444. 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 name and initial business address of the General Partner is:

VILLAGE AT DELRAY GP, LLC, a Florida limited liability company
1301 SW 10th Avenue, Bldg. J.
Delray Beach, Florida 33444
4. The initial mailing address of the limited partnership is 1301 SW 10th Avenue, Bldg. J., Delray Beach, Florida, 33444.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2066.
6. The Partnership hereby elects to not be a limited liability limited partnership.

106-10204

This Certificate has been executed by the undersigned as of the 28th day of January, 2006.

GENERAL PARTNER:

VILLAGE AT DELRAY GP, LLC, a Florida limited liability company


By: Auburn Management, Inc., a Florida corporation, its sole member

By: [Signature]
Name: TAMMINETS
Title: CFO

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for VILLAGE AT DELRAY, 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.

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

By: 
Name: Robert Nored
Title: Vice President

Dated this 30th day of January, 2006.