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CERTIFICATE OF LIMITED PARTNERSHIPON JUL 12 A 9:56

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

TOWN CENTER APARTMENTS, LTD.

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Town Center 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:

TOWN CENTER APARTMENTS, LTD.

2. The mailing address and street address of the Partnership currently is:

2950 S. W. 27th Avenue, Suite 200 Miami, Florida 33133

3. The same 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:

CDG TOWN CENTER, 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: July <u>/2</u>, 2006

CDG TOWN CENTER, LLC, a Florida limited lightly company, a General Partner

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I, Brian J. McDonough, hereby accepts my appointment as registered agent for TOWN CENTER APARTMENTS, LTD., a Florida limited partnership. Is further agree to 9.56 comply with the provisions of all statutes relative to the proper and complete factor thanks of my duties, and I am familiar with and accept the obligations of my position as registered agence.

DATED: July 12, 2006

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