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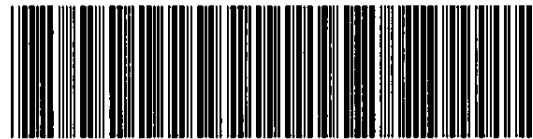
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 13 PM 12:44

B. Tadlock JUL 17 2006

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**RELIANCE-THEATRE PLACE ASSOCIATES, LTD.**

06 JUL 13 PM 12:45  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of Reliance-Theatre Place Associates, Ltd., a Florida limited partnership (the "Partnership"), does hereby execute and submit 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:  
Reliance-Theatre Place Associates, Ltd.
2. The office and principal place of business for the Partnership currently is:  
805 E. Broward Boulevard, Suite 200  
Fort Lauderdale, Florida 33301
3. The name and address of the agent for service of process on the Partnership is:  
Robert O. Jackson  
Reliance Housing Foundation, Inc.  
805 E. Broward Boulevard, Suite 200  
Fort Lauderdale, Florida 33301
4. The name and address of the sole General Partner of the Partnership is:  
Reliance-Theatre Place, LLC  
805 E. Broward Boulevard, Suite 200  
Fort Lauderdale, Florida 33301
5. The mailing address of the Partnership is:  
c/o Reliance Housing Foundation, Inc.  
805 E. Broward Boulevard, Suite 200  
Fort Lauderdale, Florida 33301

200-70702

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: June 28, 2006

RELIANCE-THEATRE PLACE, LLC,  
a Florida limited liability company

By:   
ROBERT O. JACKSON, Manager

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Robert O. Jackson hereby accepts his/her/its appointment as registered agent for Reliance-Theatre Place Associates, Ltd., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: June 28, 2006

  
ROBERT O. JACKSON, Registered Agent