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DATE: 11-30-06

NAME: THE COVE ON CONWAY LP PARTNERS LTD

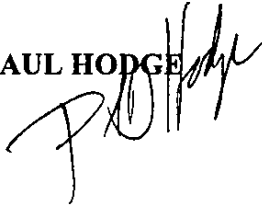
TYPE OF FILING: CERTIFICATE OF LIMITED PARTNERSHIP

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FILE 2nd



**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE COVE ON CONWAY LP PARTNERS, LTD.**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the general partner of THE COVE ON CONWAY PARTNERS LP PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be **THE COVE ON CONWAY LP PARTNERS, LTD.** (the "Partnership").

2. The address of the initial office where records shall be kept shall be 329 North Park Avenue, Suite 300, Winter Park, Florida 32789. 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 1400, Orlando, Florida 32801.

3. The name and initial business address of the General Partner is:

THE COVE ON CONWAY LP PARTNERS, L.L.C., a Florida limited liability company
329 North Park Avenue, Suite 300
Winter Park, Florida 32789

L06000114653

4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2066.

This Certificate has been executed by the undersigned as of the 27th day of November, 2006.

GENERAL PARTNER:

**THE COVE ON CONWAY LP PARTNERS,
L.L.C.**, a Florida limited liability company

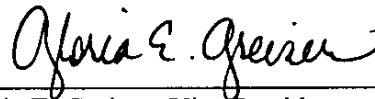
By: _____

Paul M. Missigman, Manager

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for The Cove on Conway LP Partners, 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: 
Gloria E. Greiner, Vice President

Dated this 28th day of November, 2006.