

**A07000000090**

Florida Department of State  
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To:

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Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEF & SITTERSON, P  
Account Number : I20060000135  
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**FLORIDA/FOREIGN LP/LLP**

**Magnolia Landing Apartments, Ltd.**

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$1,061.25

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MAGNOLIA LANDING APARTMENTS, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Magnolia Landing 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:  
  
**MAGNOLIA LANDING APARTMENTS, LTD.**
2. The mailing address and street address of the Partnership currently is:  
  
c/o Gatehouse Group, Inc,  
120 Forbes Boulevard  
Mansfield, Massachusetts 02048
3. The name and address of the agent for service of process  
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:  
  
Magnolia Landing LLC  
c/o Gatehouse Group, Inc,  
120 Forbes Boulevard  
Mansfield, Massachusetts 02048

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.

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LOS-39805

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DATED: January 24, 2007

MAGNOLIA LANDING LLC, a Florida limited liability company

By: The Gatehouse Group, Inc., a Massachusetts corporation, its sole Manager

By: Name: Ralph WorkshirtsTitle: Manager**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

I, Brian J. McDonough, hereby accepts my appointment as registered agent for Magnolia Landing Apartments, Ltd., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January 24, 2007

Brian J. McDonough

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

I, Brian J. McDonough, hereby accepts my appointment as registered agent for Magnolia Landing Apartments, Ltd., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January 24, 2007

  
Brian J. McDonough

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