

Division of Corporations

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Florida Department of State
Division of Corporations
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Madison Housing II, Ltd.

Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MADISON HOUSING II, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the General Partners of Madison Housing II, Ltd., a Florida limited partnership (the "Partnership"), 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:

MADISON HOUSING II, 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 on the Partnership are:

Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

- 4. The names and addresses of the General Partners of the Partnership are:

Madison Housing II LLC
c/o Gatehouse Group, Inc.
120 Forbes Boulevard
Mansfield, Massachusetts 02048

MTZ Madison LLC
301 Northwest 9th Street
Miami, Florida 33136

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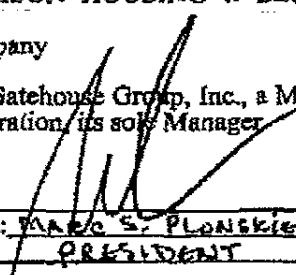
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IN WITNESS WHEREOF, the undersigned have signed this Certificate of Limited Partnership as General Partners, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: January 31, 2007
limited

MADISON HOUSING II LLC, a Florida liability company

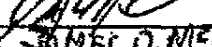
By: The Gatehouse Group, Inc., a Massachusetts corporation, its sole Manager

By: 
Name: MARK S. PLONKIES
Title: PRESIDENT

DATED: January 31, 2007
liability

MTZ MADISON LLC, a Florida limited company

By: Mt. Zion Developments, Inc., a Florida not for profit corporation, its Member

By: 
Name: JAMES D. McQUEEN
Title: EXE DIRECTOR

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accepts my appointment as registered agent for Madison Housing II, 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 31, 2007.



Brian J. McDonough, Registered Agent

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