

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETAR
DIVISION**FLORIDA/FOREIGN LP/LLP****Marco Shores Apartments, LTD.**

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SECRETAR
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP**OF****MARCO SHORES APARTMENTS, LTD.**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of MARCO SHORES APARTMENTS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be MARCO SHORES APARTMENTS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be The Brandywine Centre 1, 580 Village Blvd., Suite 360, West Palm Beach, Florida 33409. 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 names and initial business address of the General Partner is:

MARCO SHORES APARTMENTS GP, LLC, a Florida limited liability company
The Brandywine Centre 1
580 Village Blvd., Suite 360
West Palm Beach, Florida 33409

4. The initial mailing address of the limited partnership is The Brandywine Centre 1, 580 Village Blvd., Suite 360, West Palm Beach, Florida 33409.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2067.

6. The Partnership hereby elects to not be a limited liability limited partnership.

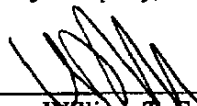
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This Certificate has been executed by the undersigned as of the 20th day of September, 2007.

GENERAL PARTNER:

MARCO SHORES APARTMENTS GP, LLC, a
Florida limited liability company

By: TRG Member, LLC, a Florida limited
liability company, its sole member

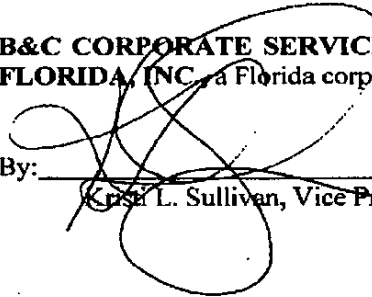
By: 
William T. Fabbri
Executive Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MARCO SHORES APARTMENTS, 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: _____


Kristi L. Sullivan, Vice President

Dated this 2nd day of October, 2007.