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FLORIDA/FOREIGN LP/LLP

The Modesto Apartments, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP OF THE MODESTO APARTMENTS, LTD.

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of The Modesto Apartments, Ltd., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Florida Department of State this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

THE MODESTO APARTMENTS, LTD.

2. The mailing address and the street address of the Partnership is

908 South Rome Avenue, Suite 3 Tampa, Florida 33606

3. The name and address of the agent for service of process on the Partnership are:

Alexander English 908 South Rome Avenue, Suite 3 Tampa, Florida 33606

4. The name and address of the General Partner of the Partnership are

THE MODESTO APARTMENTS GP, LLC 908 South Rome Avenue, Suite 3 Tampa, Florida 33606

IN WITNESS WHEREOP, 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.

DATED: December 14, 2007

THE MODESTO APARTMENTS GP, LLC, a Florida limited liability company, its General Partner

Name: Alexander English

Title: President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Alexander English, hereby accept my appointment as registered agent for The Modesto 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: December 1/4, 2007

Alexander English, Registered Agent

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