



**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CITY RIVER APARTMENTS, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of City River 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:  
**CITY RIVER APARTMENTS, LTD.**
2. The mailing address and street address of the Partnership currently is:  
1666 Kennedy Causeway, Suite 505  
North Bay Village, Florida 33141
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 name and address of the General Partner of the Partnership are:  
City River Apartments GP, LLC  
1666 Kennedy Causeway, Suite 505  
North Bay Village, Florida 33141

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.

DATED: 2/28, 2008

**CITY RIVER APARTMENTS GP, LLC, a  
Florida limited liability company**

By:   
Name: Francisco Rojo  
Title: Vice President and Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

I, Brian J. McDonough, hereby accept my appointment as registered agent for City River 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: Feb 29, 2008

  
Brian J. McDonough