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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEF & SITTERSON, P.A.
Account Number : T20060000135
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FLORIDA/FOREIGN LP/LLLP

GOLDEN MEADOWS APARTMENTS, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	02
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J. BRYAN

MAR - 4 2008

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EXAMINER

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
GOLDEN MEADOWS APARTMENTS, LTD.

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Golden Meadows 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:

GOLDEN MEADOWS APARTMENTS, LTD.

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

9400 S. Dadeland Boulevard, Suite 100
Miami, Florida 33136

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:

PHG - Golden, LLC
9400 S. Dadeland Boulevard, Suite 100
Miami, Florida 33136

#L08000021744

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: March 3, 2008

PHG - Golden, LLC, a Florida limited liability company, General Partner

By: _____

David O. Deutch, Vice President

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accept my appointment as registered agent for GOLDEN MEADOWS 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: March 3, 2008


Brian J. McDonough

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