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**FLORIDA/FOREIGN LP/LLP
VINEYARD APARTMENTS, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	02
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VINEYARD APARTMENTS, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Vineyard 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:
VINEYARD APARTMENTS, LTD.
2. The mailing address and street address of the Partnership currently is:
c/o Gatehouse Group, Inc,
120 Forbes Boulevard, Suite 180
Mansfield, Massachusetts 02048
3. The name and address of the agent for service of process on the Partnership are:
Terry M. Lovell
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the General Partner of the Partnership are:
Vineyard GP LLC
c/o Gatehouse Group, Inc,
120 Forbes Boulevard, Suite 180
Mansfield, Massachusetts 02048

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: February 8, 2011

VINEYARD GP LLC, a Florida limited liability company

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

By:

Name: DAVID J. CANEPARI

Title: Executive Vice President

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Terry M. Lovell, hereby accept my appointment as registered agent for Vineyard 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: February 8, 2011



Terry M. Lovell

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