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Fax Number : (850)617-6383

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Account Name : SHUTTS & BOWEN, LLP
Account Number : 076447000313
Phone : (305)358-6300
Fax Number : (305)381-9982

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Attn: Carolyn

We are requesting the file date of 07/19/2010 the date of submission of the filing. Thank you.

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Division of Corporations 1-850-245-6030
Fax Number : ~~[illegible]~~

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TALLAHASSEE, FLORIDA

111000184430 3

CERTIFICATE OF LIMITED PARTNERSHIP OF AMISTAD APARTMENTS, LTD.

ARTICLE 1
NAME

The name of the limited partnership is AMISTAD APARTMENTS, LTD.

ARTICLE 2
ADDRESS

The principal place of business and mailing address of the limited partnership is 9400 South Dadeland Boulevard, Suite 100, Miami, Florida 33156.

ARTICLE 3
REGISTERED AGENT

The name of the registered agent for service of process is Gary J. Cohen.

ARTICLE 4
ADDRESS OF REGISTERED AGENT

The street address for the registered agent is 201 South Biscayne Boulevard, Suite 1500 (GJC), Miami, Florida 33131.

ARTICLE 5
GENERAL PARTNERS

The names and business addresses of each of the general partners are as follows:

PHG-Amistad, LLC L11000082436
9400 South Dadeland Boulevard
Suite 100
Miami, Florida 33156

C4 Amistad, LLC L11000082445
9400 South Dadeland Boulevard
Suite 100
Miami, Florida 33156

Under penalties of perjury, each of the undersigned confirms having read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 19th day of July, 2011.

PHG-AMISTAD, LLC
General Partner

By: _____
Gary J. Cohen, Authorized Representative

C4 AMISTAD, LLC
General Partner

By: _____
Gary J. Cohen, Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 19th DAY OF JULY, 2011

Gary J. Cohen, Registered Agent