

Division of Corporations

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**CERTIFICATE OF LIMITED PARTNERSHIP****OF****URBAN EDGE PARTNERS II, LTD.**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of URBAN EDGE PARTNERS II, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be URBAN EDGE PARTNERS II, LTD. (the "Partnership").
2. The address of the initial office where records shall be kept shall be 700 West Morse Boulevard, Suite 101, Winter Park, Florida 32789. The name and address of the initial registered agent for service of process is Clark & Albough, LLP, 700 West Morse Boulevard, Suite 101, Winter Park, Florida 32789.
3. The name and initial business address of the General Partner is:  
  
SAS URBAN EDGE PARTNERS II MANAGERS, L.L.C., a Florida  
limited liability company  
700 West Morse Boulevard, Suite 101  
Winter Park, Florida 32789
4. The initial mailing address of the limited partnership is 700 West Morse Boulevard, Suite 101, Winter Park, Florida 32789.
5. The Partnership shall have a perpetual duration, except that the Partnership shall be dissolved and its assets liquidated as provided in the Agreement of Limited Partnership of the Partnership, as may be amended from time.

This Certificate has been executed by the undersigned as of the 10th day of February, 2013.

**GENERAL PARTNER:**

SAS URBAN EDGE PARTNERS II  
MANAGERS, L.L.C., a Florida limited liability  
company

By: Southern Affordable Services, Inc., a Florida  
not-for-profit corporation, its sole member

By: J. Brock  
Jay P. Brock, Executive Vice President

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for URBAN EDGE PARTNERS II, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.1114, Florida Statutes.

**CLARK & ALBAUGH, LLP**, a Florida limited liability partnership

By: \_\_\_\_\_

Scott D. Clark, President

Dated this 20 day of February, 2013.

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