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**FLORIDA/FOREIGN LP/LLLP
LM Prospect Park Partners, Ltd.**

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AUG 30 2013

EXAMINER

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LM PROSPECT PARK PARTNERS, LTD.**

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

1. The name of the Partnership shall be LM PROSPECT PARK PARTNERS, LTD.
2. The address of the initial office where records shall be kept shall be 200 East Canton Avenue, Suite 102, Winter Park, Florida 32789. The name of the initial registered agent for service of process is Clark, Albaugh & Rentz, LLP, a Florida limited liability partnership, and the street address of the initial registered agent office is 700 West Morse Boulevard, Suite 101, Winter Park, Florida 32789.
3. The name and initial business address of the General Partner is:

SAS LM PROSPECT PARK MANAGERS, L.L.C., a Florida limited liability company
335 Knowles Avenue, Suite 101, Winter Park, Florida 32789 L13000122999
4. The initial mailing address of the limited partnership is 200 East Canton Avenue, Suite 102, Winter Park, Florida 32789.
5. The duration of the Partnership shall be perpetual, unless dissolved in accordance with the terms of the governing partnership agreement of the Partnership.
6. The Partnership hereby elects to be a limited partnership.

This Certificate has been executed by the undersigned as of the 29th day of August, 2013.

GENERAL PARTNER:

**SAS LM PROSPECT PARK MANAGERS,
L.L.C., a Florida limited liability company**

By: Southern Affordable Services, Inc., a Florida
non-profit corporation, its sole member

By: 
Scott D. Clark, President

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Aug. 29. 2013 3:20PM Clark, Albaugh and Rentz, LLP

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated Registered Agent for LM PROSPECT PARK PARTNERS, 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.

CLARK, ALBAUGH & RENTZ, a
Florida limited liability partnership

By: _____

Scott D. Clark, Partner

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