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FLORIDA/FOREYGN LP/LLLP Verawood Apartments, Ltd.

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12/23/2014

CERTIFICATE OF LIMITED PARTNERSHIP

OF

VERAWOOD APARTMENTS, LTD.

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

- 1. The name of the Partnership shall be VERAWOOD APARTMENTS, LTD. (the "Partnership").
- 2. The address of the initial office where records shall be kept shall be 477 South Rosemary Avenue, Suite 301, West Palm Beach, Florida 33401. The name and address of the initial registered agent for service of process is National Corporate Research, Ltd., Inc., 155 Office Plaza Drive, Tallahassee, Florida 32301.
 - The names and initial business address of the General Partner is:

VERAWOOD GP, LLC, a Florida limited liability company
477 South Rosemary Avenue, Suite 301
West Palm Beach, Florida 33401
L14006 194 749

- 4. The initial mailing address of the limited partnership is 477 South Rosemary Avenue, Suite 301, West Palm Beach, Florida 33401.
- 5. The latest date upon which the Partnership is to dissolve shall be December 31, 2074.
 - 6. The Partnership hereby elects to not be a limited liability limited partnership.

2014 DEC 23 PM 12: 53

This Certificate has been executed by the undersigned as of the Aday of December, 2014.

GENERAL PARTNER:

VERAWOOD GP, LLC, a Florida limited liability company

By: TRG Member of FL II, LLC, a Delaware limited liability company, its sole manager and member

Ely Banks, Vice President

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for VERAWOOD APARTMENTS, I.TD., 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.

NATIONAL CORPORATE RESEARCH, LTD., INC.

Name: Keren McKeown

Title: Assistant Secretary

Dated this 23rd day of Docember, 2014.

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SELBETARY OF STATE
ARLANDSSEE, FLORIDA