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 DEPARTMENT OF STATE 100 SE SECOND ST., STE.
 3500
 STATE OF FLORIDA INTERNATIONAL PLACE
 409 EAST GAINES STREET MIAMI FL 33131-2130-0000
 TALLAHASSEE, FL 32399 CONTACT: KIM GREENBERG
 FAX: (904) 922-4000 PHONE: (305) 577-4166
 FAX: (305) 373-6036
 ((H96000010864))) DOCUMENT TYPE: FLORIDA LIMITED
 PARTNERSHIP

NAME: CORNERSTONE CENTER COURT, LTD.
 FAX AUDIT NUMBER: H96000010864 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 08/05/1996 TIME REQUESTED: 16:12:44
 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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AUG-05-1996 16:41 FROM BERMAN WOLFE RENNERT

TO

TALLAHASSEE P.02/05

H96000010864

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CORNERSTONE CENTER COURT, LTD.**

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is:

CORNERSTONE CENTER COURT, LTD.

2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

2121 Ponce de Leon Boulevard
Suite 650
Coral Gables, Florida 33134

- (b) The name and address of the Partnership's agent for service of process is:

Leon J. Wolfe, Esq.
c/o Berman Wolfe & Rennert, P.A.
35th Floor, International Place
100 Southeast Second Street
Miami, FL 33131-2310

3. The name and address of the General Partner is:

Cornerstone Affordable Housing II, Inc.
2121 Ponce de Leon Boulevard
Suite 650
Coral Gables, Florida 33134

4. The mailing address for the Limited Partnership is:

c/o Cornerstone Affordable Housing II, Inc.
2121 Ponce de Leon Boulevard
Suite 650
Coral Gables, Florida 33134

This Document Prepared By:
Leon J. Wolfe, Esq., #327247
BERMAN WOLFE & RENNERT, P.A.
100 S.E. 2nd Street, #3500
Miami, FL 33131-2130
(305) 577-4167

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5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2044, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate as of the 24th day of June, 1996.

[CORPORATE SEAL]

GENERAL PARTNER:

Cornerstone Affordable Housing II, Inc.
a Florida corporation

Attest:

Secretary

By:

Jorge Lopez, Vice President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24th day of June, 1996 by Jorge Lopez, as Vice President of Cornerstone Affordable Housing II, Inc., a Florida corporation, on behalf of the corporation, and who is personally known to me and did take an oath.

My Commission Expires

NOTARY SEAL
SANDRA E. PRIETO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC352114
MY COMMISSION EXP. MAR. 21, 1998

Print Name:

NOTARY PUBLIC, State of Florida

Having been named to accept service of process for the above stated Limited Partnership; at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

LEON J. WOLFE, ESQ.

Registered Agent

Dated: June __, 1996

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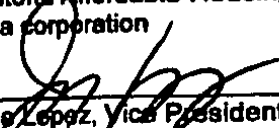
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared JORGE LOPEZ, as Vice President of Cornerstone Affordable Housing II, Inc., (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed Authorized Officer of Cornerstone Affordable Housing II, Inc., a Florida corporation (the "Corporation").
2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name Cornerstone Center Court, Ltd.
3. The capital contribution of the initial sole limited partner is \$1,000.00.
4. The amount anticipated to be contributed by the initial sole limited partner is \$1,000.00.
5. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

Cornerstone Affordable Housing II, Inc.,
a Florida corporation

By: 
Jorge Lopez, Vice President

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TO

TALLAHASSEE P.05/05

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STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24th day of June, 1996
by Jorge Lopez, as Vice President of Cornerstone Affordable Housing II, Inc., a Florida
corporation, on behalf of the corporation, and who is personally known and did take an
oath.

My Commission Expires:

OFFICIAL NOTARY SEAL
SANDRA E. PRIETO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC352114
MY COMMISSION EXP. MAR. 2, 2000

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Print Name: _____
NOTARY PUBLIC, State of Florida

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SER 13-000 121 FROM BERMAN WOLFE & RENNERT, P.A.
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((H96000012815 2))

TO: DIVISION OF CORPORATIONS
 (904) 922-4000
 FAX #:

FROM: BERMAN WOLFE & RENNERT, P.A.
 076103002011
 CONTACT: CHRISTINA DE HOWARTZ
 PHONE: (305) 577-4166
 (305) 373-6036
 ACCT#:

NAME: CORNERSTONE CENTER COURT, LTD.
 AUDIT NUMBER.....H96000012815
 DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT
 CERT. OF STATUS..0
 CERT. COPIES.....0
 PAGES..... 4
 DEL.METHOD.. FAX
 EST.CHARGE.. \$52.50

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 96 SEP 13 PM 1:27
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H96000012816

AMENDMENT TO LIMITED PARTNERSHIP CERTIFICATE OF CORNERSTONE CENTER COURT, LTD.

THIS AMENDMENT TO LIMITED PARTNERSHIP CERTIFICATE OF CORNERSTONE CENTER COURT, LTD. (the "Partnership"), is made as of this 1 day of September, 1996, by and between Cornerstone Affordable Housing II, Inc. ("Cornerstone"), a Florida corporation, as general partner, and Stuart I. Meyers ("Meyers"), Stewart Marcus ("Marcus"), Lloyd Boggio ("Boggio") and Jorge Lopez ("Lopez") as limited partners.

WHEREAS, CORNERSTONE CENTER COURT, LTD., a Florida limited partnership as a general partner of Center Court Associates, Ltd. (the "Borrower"), a Florida limited partnership has obtained a loan commitment from the FLORIDA HOUSING FINANCE AGENCY ("FHFA"), in the approximate amount of \$19,000,000.00 which is being raised from the sale of tax-exempt bonds ("Bonds") issued by the FHFA, and a loan from METROPOLITAN DADE COUNTY ("County") in the principal sum of \$1,000,000.00 ("collectively, FHFA and County are the "Lenders" and the loans are the "Loans"); and

WHEREAS, the Borrower has also obtained a commitment from Boston Financial Institutional Tax Credits XII, a limited partnership (or one of its affiliates) (the "Investor"), to purchase the limited partnership interests in the Borrower (the "Investor Commitment"); and

WHEREAS, CORNERSTONE CENTER COURT, LTD., as a general partner of the Borrower desires to accept such commitments and consummate the transactions contemplated in such commitments and in the Investor Commitment; and

WHEREAS, CORNERSTONE CENTER COURT, LTD., as a general partner of the Borrower exists solely for the purposes of acting as the managing general partner, thereby facilitating the rehabilitation of the Center Court Apartments; and

WHEREAS, certain other terms and conditions of the Lenders and Investor have to be met by the Borrower and CORNERSTONE CENTER COURT, LTD., as a general partner of the Borrower;

In consideration of the mutual covenants herein contained, the parties do hereby agree:

1. **Amendment.** The Original Certificate dated June 24, 1996 and filed with the Secretary of State of the State of Florida on August 8, 1996 shall be amended to add the following paragraphs:

9. Nature of Business

This limited partnership is organized solely for the purpose of acting as a general partner of Center Court Associates, Ltd., which exists for the purposes of owning, operating and rehabilitating the Center Court Apartments.

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10. Amendment

The limited partnership shall not amend its Limited Partnership Agreement as long as the Bonds of the Florida Housing Finance Agency, rated by Standard and Poor's are outstanding.

11. Prohibited Activities

The limited partnership shall be prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale as long as said Bonds are outstanding.

12. Role of General Partner

The consent of the corporate general partner of the limited partnership (including the affirmative vote of the Independent Director of the Board of Directors) shall be required to file or consent to the filing of a bankruptcy or insolvency petition or otherwise institute insolvency proceedings.

13. Indebtedness

The debt incurred by the limited partnership shall be limited to the amount necessary to carry on its normal operations and duties as a general partner of the Borrower in connection with the Center Court Apartments.

14. Separateness Covenants

The limited partnership shall maintain its own books and records; keep its own accounts; conduct business in its own name; maintain its own financial statements; pay its own liabilities; not commingle its assets with any other entity's; observe all limited partnership formalities; maintain an arms length relationship with affiliates; employ sufficient employees to perform its business and pay its own employees; not guarantee or become obligated for the debts of any other entity; not acquire obligations or securities of its partners; allocate fairly overhead for shared office space; hold itself out as a separate entity and use its own stationary, checks and invoices; not pledge its own assets for the benefit of any other entity or make loans or advances for any other entity; affirmatively correct know misunderstandings regarding its separate identity and maintain adequate capital for its operations.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TO

TALLAHASSEE P.84/84

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15. Continuation of Partnership

The limited partnership shall not dissolve so long as a solvent general partner exists.

2. Confirmation. In all other respects, the Original Certificate is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, this Amendment to Limited Partnership Certificate has been made and executed on the day first above mentioned.

CORNERSTONE AFFORDABLE HOUSING II,
INC., as general partner

By: _____

Jorge Lopez
Jorge Lopez, Vice President

Stuart I. Meyers
Stuart I. Meyers, limited partner

Stewart J. Marcus
Stewart J. Marcus, limited partner

Lloyd J. Goggin
Lloyd J. Goggin, limited partner

Jorge Lopez
Jorge Lopez, limited partner

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