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Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

400002590764-- 9
-07/16/98--01065--027
*****8.75 *****8.75

400002590764-- 9
-07/16/98--01065--028
***1785.00 ***1785.00

AERC HP Advisors Limited Partnership

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of P.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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TC
\$9,363,203.98
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AERC HP ADVISORS LIMITED PARTNERSHIP**

A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is AERC HP Advisors Limited Partnership, a Florida limited partnership.
2. The address of the office of the limited partnership is 5025 Swetland Court Drive, Richmond Heights, Ohio 44143.
3. The name and address of the agent for service of process on the limited partnership are: A.G.C., Co., SunTrust Center, Suite 2300, 200 South Orange Avenue, Orlando, Florida 32801-3432.
4. The name and business address of the General Partner is:
F98000000538
Associated Estates Realty Corporation
an Ohio Corporation
5025 Swetland Ct.
Richmond Heights, Ohio 44143
5. The mailing address of the limited partnership is (see number 2 above).
6. The latest date upon which the limited partnership shall dissolve is December 31, 2025.
7. See attached Affidavit of Limited Partner's Capital Contributions.

The execution of the Certificate of Limited Partnership by the undersigned general partner constitutes affirmations under the penalties of perjury that the facts stated herein are true.

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner this 5th day of June, 1998.

"General Partner"

ASSOCIATED ESTATES REALTY CORPORATION, an Ohio corporation

By: M.A. Fishman
Name: M.A. Fishman
Title: Vice-President

SWORN TO AND SUBSCRIBED before me this 5th day of June, 1998, by M.A. Fishman, as the Vice President of ASSOCIATED ESTATES REALTY CORPORATION, an Ohio corporation, as general partner, who is personally known to me or has produced N/A identification.

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JUN 11 1998
10:25 PM

Susan L. Moran
(Notary Signature)

(NOTARY SEAL)

Susan L. Moran
(Notary Name Printed) SUSAN L. MORAN
NOTARY PUBLIC Notary Public, State of Ohio, Cuy. Cty,
Commission No. My Commission Expires Feb. 27, 2000

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for AERC HP Advisors Limited Partnership, a Florida limited partnership, in the foregoing Certificate of Limited Partnership, the undersigned hereby agrees to accept service of process for said limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

A.G.C., Co.

By: 

Print Name: Robert G. Marleeny

Its: Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The undersigned, constituting the general partner of AERC HP Advisors Limited Partnership, a Florida limited partnership, certify as follows:

1. The amount of capital contributions to the Partnership made by each limited partner are as follows:

Larry Wright	\$583,991.76
Louis Vogt	\$ 87,407.37
Greg Golz	\$ 7,230.80
William Hughes, Jr.	\$ 7,230.80
James A. Cote	\$177,343.25

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2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

Larry Wright	\$4,369,000.00
Louis Vogt	\$ 960,500.00
Greg Golz	\$ 688,500.00
William Hughes, Jr.	\$ 688,500.00
James A. Cote	\$1,793,500.00

Signed this 5th day of June, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

"General Partner"

ASSOCIATED ESTATES REALTY
CORPORATION, an Ohio corporation

By: M. A. Fishman
Name: M. A. Fishman
Title: Vice President

SWORN TO AND SUBSCRIBED before me this 5th day of June, 1998,
by MA. Fishman, as the Vice President of ASSOCIATED ESTATES REALTY
CORPORATION, an Ohio corporation, as general
partner, who is personally known to me or has produced N/A as
identification.

Susan L. Moran
(Notary Signature)

(NOTARY SEAL)

Susan L. Moran
(Notary Name Printed)
NOTARY PUBLIC
Commission No. SUSAN L. MORAN
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Feb. 27, 2000