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Filing Fee: \$100.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

CERTIFICATE OF LIMITED PARTNERSHIP

Be it Known to All by these Presents, That we, the undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Chapter 7-13-8 of the General Laws of Rhode Island, do execute the following Certificate of Limited Partnership:

FIRST: The name of the partnership shall be Charlesgate Park Affordable Housing Partners, L.P.

SECOND: The address of the specified office of the partnership is 670 North Main Street, Providence, Rhode Island, 02904

and the name of the specified agent for service of process at such address is Lucille Massemino

THIRD: The name and business address of each general partner:

General Partners: Davenport Associates, Ltd.
Residence: 670 North Main Street, Providence, RI 02904

FOURTH: The mailing address for the limited partnership c/o Davenport Associates, Ltd., 670 North Main Street, Providence, RI 02904

FIFTH: The latest date upon which the limited partnership is to dissolve September 30, 2035

FILED stamp: DEC 7 1995, BY [signature], 1525 33

SIXTH: Any other matters the partners determine to include therein

(Use Schedule A if space below is not sufficient.)

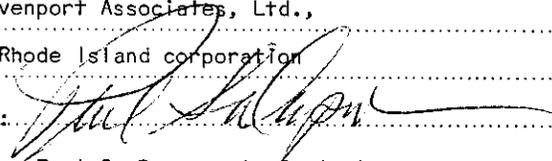
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In Testimony Whereof, We have hereunto set our hands and stated our residences this.....  
..... day of ..... November..... A.D. 19 ..95 .

Signature(s) of all general Partners named therein

Davenport Associates, Ltd.,

a Rhode Island corporation

By: 

Paul S. Davenport, Co-Chair

State of Rhode Island

} Sc.

County of Providence

At Providence in said county on the 30th day of November  
19 95, before me personally appeared Paul S. Davenport,  
who being by me first duly sworn, declared that he/she is the Co-Chair of  
Davenport Associates, Ltd., that he/she signed the foregoing document as such  
Co-Chair of the corporation, and that the statements therein are true.

  
Notary Public

My Commission Expires: 7/8/97

CHARLESGATE AFFORDABLE HOUSING PARTNERS, L.P.  
670 North Main Street  
Providence, RI 02904

November 28, 1995

State of Rhode Island  
Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903

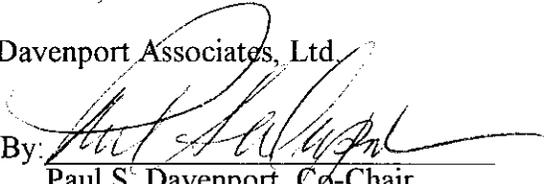
Dear Sir or Madam:

The undersigned Rhode Island limited partnership hereby consents to the formation of a new Rhode Island limited partnership named CHARLESGATE PARK AFFORDABLE HOUSING PARTNERS, L.P. and does hereby further consent to the use of such name by such new limited partnership.

Sincerely,

CHARLESGATE AFFORDABLE HOUSING  
PARTNERS, L.P.

By: Davenport Associates, Ltd

By:   
Paul S. Davenport, Co-Chair

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NOV 29 1995

RECEIVED  
NOV 29 1995

CHARLESGATE SOUTH PARTNERSHIP  
670 North Main Street  
Providence, RI 02904

December 1, 1995

State of Rhode Island  
Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903

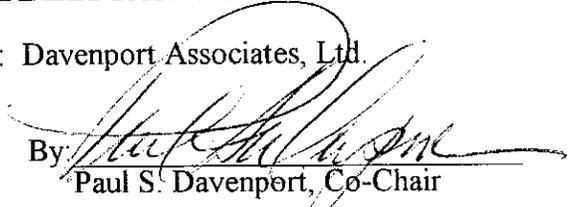
Dear Sir or Madam:

The undersigned Rhode Island limited partnership hereby consents to the formation of a new Rhode Island limited partnership named CHARLESGATE PARK AFFORDABLE HOUSING PARTNERS, L.P. and does hereby further consent to the use of such name by such new corporation.

Sincerely,

CHARLESGATE SOUTH PARTNERSHIP

By: Davenport Associates, Ltd.

By:   
Paul S. Davenport, Co-Chair

CHARLESGATE EAST PARTNERSHIP  
670 North Main Street  
Providence, RI 02904

December 1, 1995

State of Rhode Island  
Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903

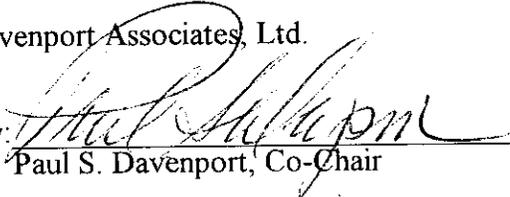
Dear Sir or Madam:

The undersigned Rhode Island limited partnership hereby consents to the formation of a new Rhode Island limited partnership named CHARLESGATE PARK AFFORDABLE HOUSING PARTNERS, L.P. and does hereby further consent to the use of such name by such new corporation.

Sincerely,

CHARLESGATE EAST PARTNERSHIP

By: Davenport Associates, Ltd.

By:   
Paul S. Davenport, Co-Chair