

Filing Fee: \$50.00

✓ 53602

State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP

APPLICATION FOR

CERTIFICATE OF REGISTRATION

OF

Boston Historic Partners Limited Partnership

To the Secretary of State

of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is Boston Historic Partners Limited Partnership and, if different, the name which it proposes to register and transact business in the State of Rhode Island is not applicable
(If not applicable, so state)

SECOND: It is organized under the laws of Massachusetts and the date of its formation is November 21, 1988.

THIRD: The general character of the business it proposes to transact in Rhode Island is To serve as the general partner (or limited partner of the general partner) of other public partnerships (the "Public Rehabilitation Partnerships") whose business will be acquiring equity interests in real properties eligible for the rehabilitation tax credit afforded by Section 48 of the Internal Revenue Code of 1986, as amended.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is The Prentice-Hall Corporation System, Inc.

and the name of the agent resident in Rhode Island at that address is Suite 3-A, 101 Dyer Street, Providence, Rhode Island 02903

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

NR

Dated December 2, 1988.

Boston Historic Partners Limited Partnership

(Exact name of Limited Partnership making application)

BY: Portfolio Advisory Services, Inc.

By Terrence P. Sullivan

Its: President (General Partner)

BY: Terrence P. Sullivan
Terrence P. Sullivan

State of Massachusetts

County of Suffolk

} Sc.

At Boston, Massachusetts in said county on this 2
day of December, 1988, personally appeared before me

Terrence P. Sullivan,
who, being by me first duly sworn, declared that he/she is a General Partner of the Boston
Historic Partners Limited Partnership, that he/she signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.

Carole A. Logan
- Notary Public -
my commission expires 5/1/95



The Commonwealth of Massachusetts
Office of the Secretary of State
State House, Boston 02133

MICHAEL JOSEPH CONNOLLY
SECRETARY OF STATE

December 9, 1988

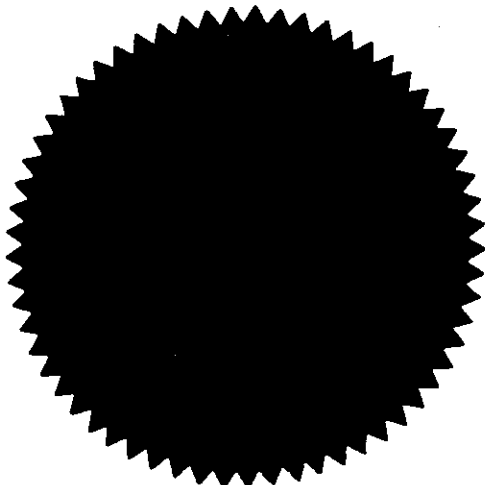
To Whom it May Concern:

I hereby certify that according to the records
in this office, a Certificate of Formation of Limited
Partnership was filed in the Office of the Secretary
of State by BOSTON HISTORIC PARTNERS LIMITED PARTNERSHIP

in accordance with the provisions of Massachusetts
General Laws, Chapter 109, on November 21, 1986

I further certify that said Limited Partnership
has not filed a Certificate of Cancellation to date.

IN TESTIMONY of which, I have hereunto
affixed the Great Seal of
the Commonwealth on the
date first above written.



Michael Joseph Connolly

Secretary of State

rlp