

Filing Fee: \$100.00

ID Number: 151617



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 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:

1. The name of the limited partnership is Elliot Street Associates, L.P.
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Delaware
and the date of its formation is November 1, 2005
3. The general character of the business it proposes to transact in Rhode Island is:
acquisition of real estate for investment purposes and any other purposes permitted under applicable law

4. The name and address of the agent for service of process is Corporation Service Company
(Name of Agent)
222 Jefferson Boulevard, Suite 200 Warwick, RI 02888
(Street Address, not P.O. Box) (City/Town) (Zip Code)
5. 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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the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.
6. The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
2711 CENTERVILLE ROAD, SUITE 400, WILMINGTON, DE

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7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
<u>Elliot Street Associates Acquisition</u>	<u>700 South Henderson Road, Suite 225</u>
<u>Corporation</u>	<u>King of Prussia, PA 19406</u>
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8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

700 S. HENDERSON ROAD, SUITE 225, KING OF PRUSSIA, PA 19406

9. A mailing address for the foreign limited partnership is 700 South Henderson Road, Suite 225, King of Prussia, PA 19406

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

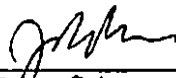
Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Registration of a Foreign Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 31, 2005

Elliot Street Associates, L.P.

Print Exact Name of Limited Partnership Making Application

By


John Robinson, VP & General Partner, Elliot Street Associates Acquisition Corporation

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELLIOT STREET ASSOCIATES, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ELLIOT STREET ASSOCIATES, L.P." WAS FORMED ON THE FIRST DAY OF NOVEMBER, A.D. 2005.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4269079

DATE: 11-02-05