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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

JUN 29 2006

By QOR

102739

LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws of Rhode Island, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

Hillcrest Preservation Associates Limited Partnership

(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

9 Mark Fore Drive, West Warwick, Rhode Island 02893

3. The name and address of the specified agent for service of process is James A. O'Leary, Esq.

9 Mark Fore Drive

(Street Address, not P.O. Box)

West Warwick

(City/Town)

RI 02893

(Zip Code)

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

General Partner

Business Address

POAH Hillcrest Apartments, LLC

Suite 650

40 Court Street

Boston, MA 02108

5. The mailing address for the limited partnership is Suite 650, 40 Court Street

(Street Address)

Boston

(City/Town)

Massachusetts

(State)

02108

(Zip Code)

6. Any other matters the partners determine to include herein:

Those certain provisions contained in the Hillcrest Preservation Associates

Limited Partnership Agreement which is incorporated herein by reference.

(If additional space is required, please list on separate attachment.)

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

Date: June 29, 2006

By POAH Hillcrest Apartments, LLC

By

By

By

By

Signature(s) of all general partners named herein