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No. 9457 P. 2/3

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**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**

**CERTIFICATE OF LIMITED PARTNERSHIP**  
(To Be Filed In Duplicate Original)

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, 1958, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:  
MEADOWBROOK PARTNERS, LP *10/29/01 Kennedy*  
(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:  
43 Broad Street, Westerly, RI 02891-0531

3. The name and address of the specified agent for service of process is Matthew H. Thompson, Esq.  
(Name of Agent)  
43 Broad Street Westerly RI 02891-0531  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

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

<u>General Partner</u>	<u>Business Address</u>
<u>John F. McGill, Jr.</u>	<u>9149 Meadowbrook Avenue, Philadelphia, PA 19118</u>
<u>Lisa Griffin McGill</u>	<u>9149 Meadowbrook Avenue, Philadelphia, PA 19118</u>

5. The mailing address for the limited partnership is 43 Broad Street  
(Street Address)  
Westerly RI 02891-0531  
(City/Town) (State) (Zip Code)

*FILED*  
**OCT 11 2001**  
*BY*  
*2/2/01*

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

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(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: August 30, 2001

By *[Signature]*

By *[Signature] - Mobil*

By \_\_\_\_\_

By \_\_\_\_\_

By \_\_\_\_\_

Signature(s) of all general partners named herein



**Property Advisory Group, Inc.**

Four Cathedral Square Suite 1G  
Providence, Rhode Island 02903  
Telephone (401) 453-4455  
Fax (401) 453-3223

August 20, 2001

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

RE: CONSENT TO USE OF NAME  
Meadowbrook Apartments, LP/ Meadowbrook Partners, LP

Ladies and Gentlemen:

Please be advised that I am the President of Property Advisory Group, Inc., General Partner of Meadowbrook Apartments, L.P., a Rhode Island Limited Partnership with offices located at 4 Cathedral Square, Providence, Rhode Island 02903.

Kindly allow this letter to serve as confirmation that Meadowbrook Apartments, LP consents to the application for a Certificate of Registration in Rhode Island of Meadowbrook Partners, LP, a Rhode Island Limited Partnership with its registered office located at 9419 Meadowbrook Avenue, Philadelphia, PA 19118.

Please feel free to contact me if you would like to further discuss this matter. Your courtesy and cooperation are appreciated.

Sincerely,

John Bentz, President  
Property Advisory Group, Inc.  
General Partner of  
Meadowbrook Apartments, LP