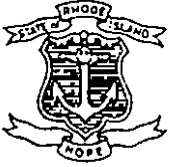


Filing Fee: \$100.00

ID Number: 119151



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)

RECEIVED
STATE SECRETARY OF STATE
CORPORATIONS DIVISION
JUN 27 2 34 PM '01

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

1. The name of the limited partnership shall be:

Walnut Hill Apartments, L.P.

(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:

85 Douglas Pike, Smithfield, Rhode Island 02917

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

(Name of Agent)

170 Westminster Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI

02903

(Zip Code)

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

General Partner

Business Address

Farland Corporation

85 Douglas Pike

Smithfield, Rhode Island 02917

5. The mailing address for the limited partnership is 85 Douglas Pike

(Street Address)

Smithfield

(City/Town)

Rhode Island

(State)

02917

(Zip Code)

FILED
JUN 27 2001
By [Signature]
266265

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

This Limited Partnership shall operate under the provisions of its Limited
Partnership Agreement and the provisions of Title 7, Chapter 13 of the
General Laws of the State of Rhode Island

(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 27, 2001

☒ Ferland Corporation

☒ James A. O'Leary

By James A. O'Leary

☒ Assistant Secretary

By _____

Signature(s) of all general partners named herein