

Filing Fee: \$100.00

ID Number:

109079



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, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

Toll RI, 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:

10 Weybosset Street, Providence, RI 02903

3. The name and address of the specified agent for service of process is CT Corporation System

(Name of Agent)

10 Weybosset Street

Providence

, RI

02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

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

General Partner

Business Address

Toll RI GP Corp.

3103 Philmont Avenue, Huntingdon Valley, PA 19006

5. The mailing address for the limited partnership is 3103 Philmont Avenue

(Street Address)

Huntingdon Valley

Pennsylvania

19006

(City/Town)

(State)

(Zip Code)

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

N/A

(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.

TOLL RI, L.P.

By: Toll RI GP Corp., its general partner

By


Kenneth J. Gary, Vice President

By

By

By

Signature(s) of all general partners named herein

Date: October 28, 1999