

Filing Fee: \$100.00

ID Number: 147090



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:

St. Ann's 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:

50 Sargent Street, Needham, MA 02492

3. The name and address of the specified agent for service of process is Kristin A. DeKuiper

(Name of Agent)

Holland & Knight LLP, One Financial Plaza, Suite 1800 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

Gaulin Avenue Associates, Inc.

50 Sargent Street, Needham, MA 02492

5. The mailing address for the limited partnership is 50 Sargent Street

(Street Address)

Needham

(City/Town)

MA

(State)

02492

(Zip Code)

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By [Signature]

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

(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: March 25, 2005

Gaulin Avenue Associates, Inc.

By _____

By  _____

By Richard C. Belich

By  _____

By Colin P. O'Keefe

By _____

By _____

Signature(s) of all general partners named herein