

Filing Fee: \$100.00

ID Number: 157372



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

JUL 17 2006

LIMITED PARTNERSHIP

By AK  
8-01702

APPLICATION FOR CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is PRI XIX, L.P.  
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")  
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Delaware  
and the date of its formation is September 21, 2005

3. The general character of the business it proposes to transact in Rhode Island is:  
Real estate

4. The name and address of the agent for service of process is Corporation Service Company  
(Name of Agent)  
222 Jefferson Boulevard, Suite 200 Warwick, RI 02888  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:  
1140 Reservoir Avenue, Cranston RI 02920

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

<u>General Partner</u>	<u>Business Address</u>
PRI XIX GP, LLC	1140 Reservoir Avenue, Cranston RI 02920

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

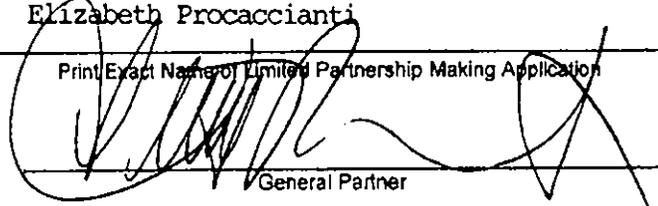
1140 Reservoir Avenue, Cranston RI 02920

9. A mailing address for the foreign limited partnership is 1140 Reservoir Avenue, Cranston RI 02920

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

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

Date: 7/5/06

Elizabeth Procaccianti  
Print Exact Name of Limited Partnership Making Application  
By   
General Partner

The Procaccianti Group  
1140 Reservoir Avenue  
Cranston, RI 02920

July 11, 2006

Secretary of State  
Corporations Division  
100 North Main Street  
Providence, RI 02903

RE: Consent to Use Name - PRI XIX, L.P.

Dear Sir/Madam:

With respect to the filing of the Foreign Qualification of PRI XIX, L.P., the undersigned hereby consents to the use of said name and the filing of said Foreign Qualification.

PRI I GP, L.L.C., General Partner of  
PRI I, L.P.

By:

Name: Elizabeth A. Procaccianti

Title: Member

The Procaccianti Group  
1140 Reservoir Avenue  
Cranston, RI 02920

July 11, 2006

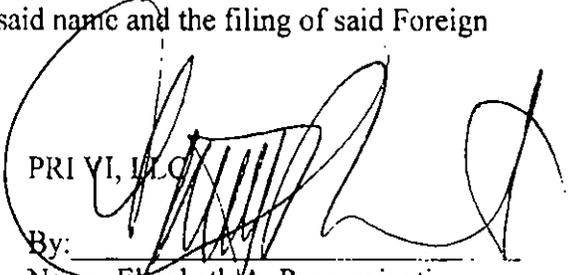
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PRI VI, LLC

By: 

Name: Elizabeth A. Procaccianti

Title: Member

The Procaccianti Group  
1140 Reservoir Avenue  
Cranston, RI 02920

July 11, 2006

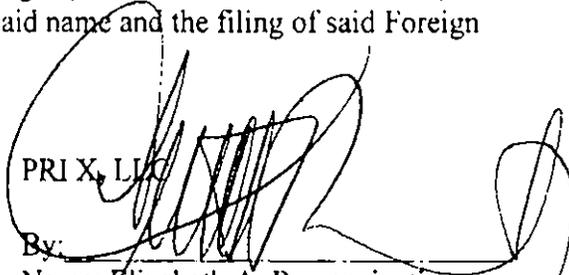
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PRI XIX, LLC

By: 

Name: Elizabeth A. Procaccianti

Title: Member

The Procaccianti Group  
1140 Reservoir Avenue  
Cranston, RI 02920

July 11, 2006

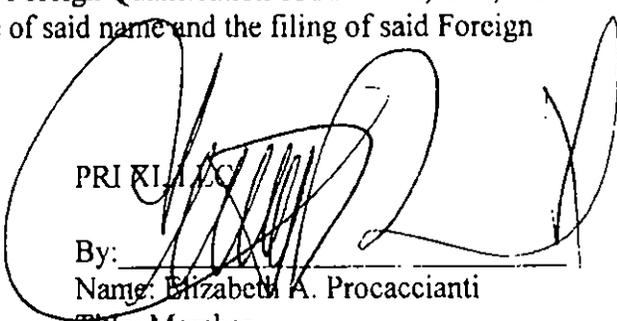
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PRI XIX, L.P.

By: 

Name: Elizabeth A. Procaccianti

Title: Member

The Procaccianti Group  
1140 Reservoir Avenue  
Cranston, RI 02920

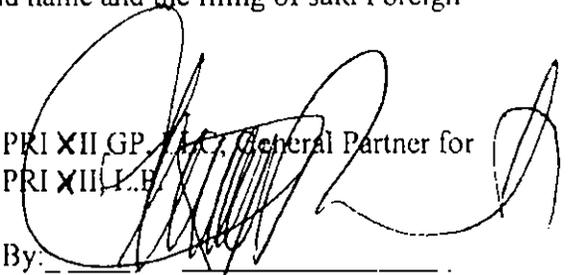
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Secretary of State  
Corporations Division  
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RE: Consent to Use Name - PRI XIX, L.P.

Dear Sir/Madam:

With respect to the filing of the Foreign Qualification of PRI XIX, L.P., the undersigned hereby consents to the use of said name and the filing of said Foreign Qualification.

  
PRI XIX GP, L.P., General Partner for  
PRI XIX, L.P.

By: \_\_\_\_\_  
Name: Elizabeth A. Procaccianti  
Title: Member

The Procaccianti Group  
1140 Reservoir Avenue  
Cranston, RI 02920

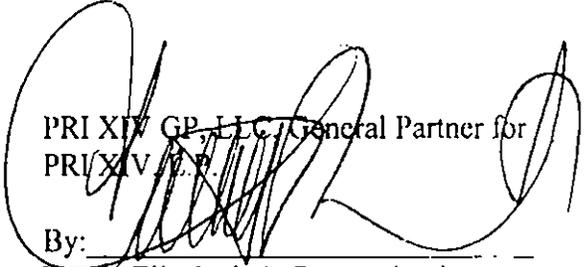
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PRI XIX GP, LLC / General Partner for  
PRI XIX, L.P.

By: \_\_\_\_\_

Name: Elizabeth A. Procaccianti

Title: Member

The Procaccianti Group  
1140 Reservoir Avenue  
Cranston, RI 02920

July 11, 2006

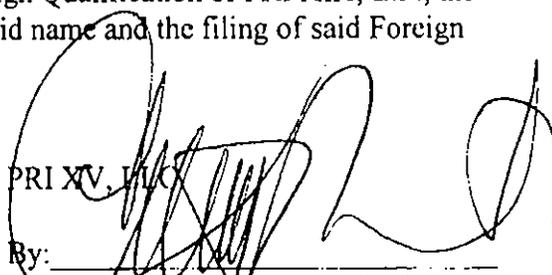
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PRI XV, LLC

By: 

Name: Elizabeth A. Procaccianti

Title: Member

The Procaccianti Group  
1140 Reservoir Avenue  
Cranston, RI 02920

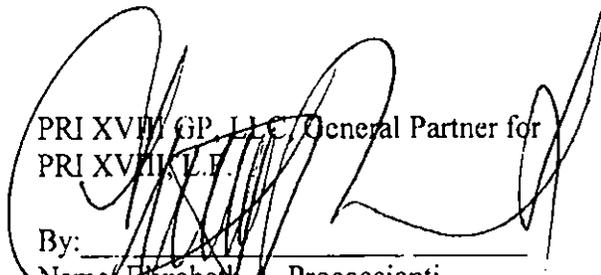
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Secretary of State  
Corporations Division  
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Providence, RI 02903

RE: Consent to Use Name - PRI XIX, L.P.

Dear Sir/Madam:

With respect to the filing of the Foreign Qualification of PRI XIX, L.P., the undersigned hereby consents to the use of said name and the filing of said Foreign Qualification.

  
PRI XVII GP, LLC / General Partner for  
PRI XVII, L.P.

By: \_\_\_\_\_

Name: Elizabeth A. Procaccianti

Title: Member

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRI XIX, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JULY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRI XIX, L.P." WAS FORMED ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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060645992

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4882082

DATE: 07-07-06