

CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to the provision of Section 1781.02 of the Ohio Revised Code, the following information is hereby submitted by the parties desiring to form a Limited Partnership.

1. The name of the Partnership is FOUNTAIN INN, LTD.
2. The character of the business is the ownership, construction, management and operation of a Farmers Home Administration apartment community.
3. The location of the principal place of business of the Partnership is Fairview Street in Fountain Inn, South Carolina. The principal office of the Partnership is in the City of Columbus, Franklin County, Ohio.

4. The name and place of residence of each partner is as follows:

A. GENERAL PARTNERS:

The Bernstein Group, Inc.
140 East Town Street, Suite 1010
Columbus, Ohio 43215

Richard K. Bernstein
3111 Blind Brook Court
Worthington, Ohio 43085

W. Tully Johnson
11 Berryhill Road
Greenville, South Carolina 29607

B. ORIGINAL LIMITED PARTNER:

Richard K. Bernstein
3111 Blind Brook Court
Worthington, Ohio 43085

5. The term of the Partnership shall extend from the date of the recording of this Certificate until the 13th day of January, 2057, unless terminated by:
 - (a) the withdrawal, adjudication or bankruptcy, insolvency or dissolution of the General Partner;
 - (b) a decision of the General Partners to dissolve the Partnership;
 - (c) a decision of the General Partners to sell all or substantially all of the assets of the Partnership.

6. The Original Limited Partner has made no contribution of cash or other property to the Partnership. The Limited Partners to be admitted to the Partnership will contribute capital in an amount to be specified at the inception of construction.