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Parrish, White, Lawhon & Moore, P.A.
ATTORNEYS AT LAW



JON D. PARRISH
JOHN P. WHITE

ANTHONY M. LAWHON
MICHAEL G. MOORE
FLOYD S. YARNELL

February 16, 2000

VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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-02/17/00--01058--020
****787.50 ****787.50

Re: *New Filing: Vista Gardens II, Ltd.; Vista Gardens Holding Co.*

Dear Sir or Madam:

Attached please find the original and one copy of the following documents with respect to the above-referenced entities:

1. With respect to Vista Gardens Holding Co.:
 - a. Original and one (1) copy of the Articles of Incorporation and Designation (and Acceptance) of Registered Agent; and
 - b. Our firm's check in the amount of \$122.50, representing the cost of the filing fee and one (1) certified copy of the Articles; and
2. With respect to Vista Gardens II, Ltd.:
 - a. Original and one (1) copy of Certificate of Limited Partnership, including designation and acceptance of Registered Agent;
 - b. Affidavit of Capital Contributions; and
 - c. Our firm's check in the amount of \$787.50, calculated as follows:
 1. \$700 filing fee based upon anticipated capital contributions of \$100,000;
 2. \$35 for designation of registered agent; and
 3. \$52.50 for one (1) certified copy of the Certificate of Limited Partnership.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 17 10:49

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Please forward any correspondence and/or inquiries to:

Parrish & Moore, P.A.
c/o Michael G. Moore
2171 Pine Ridge Road, Ste D.
Naples, Florida 34109

If you have any questions concerning the foregoing, or if you need additional information or documentation, please do not hesitate to contact my office.

Very Truly Yours,

PARRISH, WHITE, LAWHON & MOORE, P.A.



Michael G. Moore

Enclosures as stated
cc: John T. Magocs
Gene Luciano

FILED
00 FEB 17 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
VISTA GARDENS II, LTD.**

STATE OF FLORIDA
COUNTY OF COLLIER ss: Naples

BEFORE ME, a Notary Public, this date appeared John T. Magocs, an officer and director of **Vista Gardens Holding Co.**, a Florida corporation and sole general partner of the above-referenced limited partnership, to me personally known, who being by me first duly sworn, deposes and says:

1. *Names and Addresses.* The name and address of the General Partner are as follows:

Vista Gardens Holding Co.
c/o John T. Magocs
4100 Corporate Square #105
Naples, Florida 34104

2. *Capital Contributions.* The initial capital contributions of the partners of Vista Gardens II, Ltd. are as follows:

a. **General Partner:** \$ 600.00
b. **Limited Partners:** 29,400.00

Total Initial Capital Contributions: \$30,000.00

3. *Additional Capital Contributions.* The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100,000.00.

Executed this ___ day of February, 2000.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

VISTA GARDENS HOLDING CO.
General Partner

By: John T. Magocs Pres
John T. Magocs, President

Sworn to and subscribed before me this 16th day of February, 2000, by John T. Magocs, as President of Vista Gardens Holding Co., sole general partner of Vista Gardens II, Ltd., who is () personally known to me or () who produced identification: FL. DRIVERS LICENSE.



Marie A. Duvall
Commission # GG 835679
Expires Aug. 22, 2001
Bonded Thru
Atlantic Bonding Co., Inc.

Marie A. Duvall
Notary Public, State of Florida

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FEB 17 AM 10:50
SECRETARY OF STATE
ALLIANCE FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
VISTA GARDENS II, LTD.**

Pursuant to the provisions of Sections 620.108 and 620.105(2), Florida Statutes, the undersigned Florida Limited Partnership, organized under the laws of the State of Florida, submits the following statement:

One: The name of the limited partnership is **Vista Gardens II, Ltd.**

Physical Address: 4100 Corporate Square #105
Naples, Florida 34104

Mailing Address: c/o John T. Magocs
4100 Corporate Square #105
Naples, Florida 34104

Two: The name and address of the Registered Agent for service of process is:

Anthony M. Lawhon
C/o Parrish, White, Lawhon & Moore, P.A.
2171 Pine Ridge Road, Ste. D
Naples, Florida 34109

Three: The latest date upon which the Limited Partnership is to be dissolved is December 31, 2035.

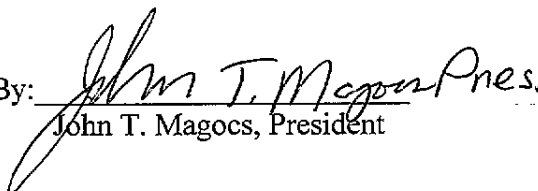
Four: The name and address of the sole General Partner are:

Vista Gardens Holding Co.
c/o John T. Magocs
4100 Corporate Square #105
Naples, Florida 34104

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Executed this 16th day of February, 2000.

VISTA GARDENS HOLDING CO.
General Partner

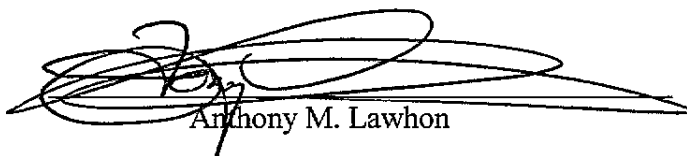
By: 
John T. Magocs, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P-18435

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Anthony M. Lawhon

2/16/00
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA