

FROM: HOLLAND & KNIGHT

FAX NO.: 4072445288

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Florida Department of State

Division of Corporations

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ALY

FLORIDA LIMITED PARTNERSHIP

Garfield Place Apartments, Ltd.

Certificate of Status	0
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CERTIFICATE OF LIMITED PARTNERSHIPOFGARFIELD PLACE APARTMENTS, LTD.

(a Florida limited partnership)

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby certify as follows:

1. Name. The name of the limited partnership is as follows:

Garfield Place Apartments, Ltd.

2. Address. The street address of the principal place of business and the mailing address for the limited partnership are as follows:

730 Bonnie Brae Street
Winter Park, Florida 32789

3. Registered Agent. The address of the office and the name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, are as follows:

Thomas L. Cavanaugh
730 Bonnie Brae Street
Winter Park, Florida 32789

4. General Partner. The name and business address of the general partner of the limited partnership are as follows:

P.A.C. Land Development Corporation
730 Bonnie Brae Street
Winter Park, Florida 32789

5. Termination. The latest date upon which the limited partnership is to dissolve is December 31, 2032.

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Under penalties of perjury, the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts stated therein are true and correct.

Signed this 13th day of April, 2002.

GENERAL PARTNER:

P.A.C. LAND DEVELOPMENT
CORPORATION

By: [Signature]
Thomas L. Cavanaugh, President

ORL1 #710320 v1

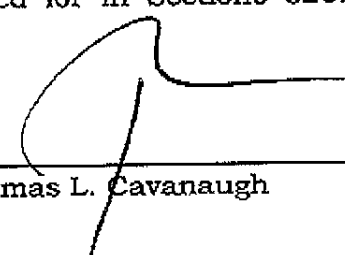
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND AGENT FOR SERVICE OF PROCESS

The undersigned, having been designated the Agent for Service of Process, pursuant to Section 620.105, Florida Statutes, and Registered Agent, pursuant to Section 620.192, Florida Statutes, of Garfield Place Apartments, Ltd., a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Sections 620.105 and 620.192, Florida Statutes.

Dated: March 13th, 2002

Thomas L. Cavanaugh

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, P.A.C. Land Development Corporation, the sole general partner of Garfield Place Apartments, Ltd., a Florida limited partnership, certifies:

1. The amount of capital contributions to date of the limited partners is \$0.
2. The total amount of capital anticipated to be contributed by the limited partners at this time totals \$100.

Signed this 13th day of March, 2002.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

P.A.C. LAND DEVELOPMENT
CORPORATION

By: _____
Thomas L. Cavanaugh, President

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