

A93000001311

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March 12, 1998

VIA UPS NEXT DAY AIR

Mr. Buck Kohr
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/16/98--01019--019
****105.00 5250

Re: Hancock Village Associates, Ltd.
Your Reference No. A93000001311

Dear Mr. Kohr:

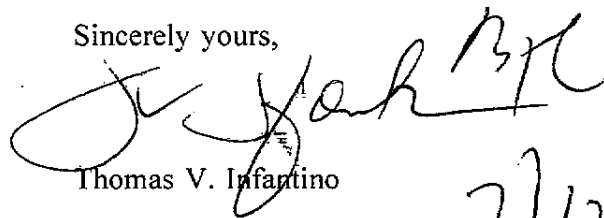
I am enclosing the following documents with respect to the above:

1. AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP FOR HANCOCK VILLAGE ASSOCIATES, LTD. ("HVA") in duplicate;
2. Supplemental Affidavit for HVA; and
3. Registered Agent Acceptance of Appointment.

Please process these documents and return a certified copy. If additional information or costs are needed please call collect to (407) 644-4673 to the undersigned and advise accordingly.

Thank you in advance for your assistance in this filing.

Sincerely yours,


Thomas V. Infantino

3/13/98

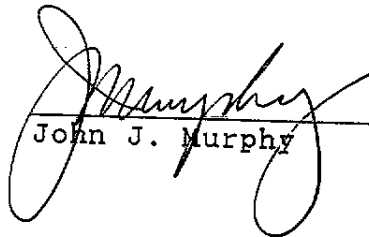
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
89 MAR 13 AM 8:20

~~Supplemental~~ Supplemental affidavit

COMES NOW BEFORE ME, the undersigned authority, JOHN J. MURPHY, President of Southern Apartment Specialists, Inc., a Florida corporation, the General Partner of HANCOCK VILLAGE ASSOCIATES, LTD., a Florida limited partnership, who being duly cautioned and sworn, deposes and says:

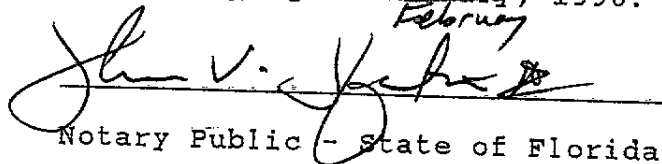
1. That he is the President of Southern Apartment Specialists, Inc.
2. That Southern Apartment Specialists, Inc. is the General Partner of HANCOCK VILLAGE ASSOCIATES, LTD.
3. That the amount of capital contribution is \$400,000.00 plus \$2,000.00 amount of capital attributed to general partner.
4. Additional limited partners are not anticipated nor are further contributions anticipated at this time.
5. That this affidavit is given to induce the Florida Department of State, Secretary of State to accept for filing the AFFIDAVIT AND AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF HANCOCK VILLAGE ASSOCIATES, LTD.

FURTHER AFFIANT SAYETH NOT.


John J. Murphy

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 8:20

Sworn to and subscribed before me
this 16th day of ~~January~~ February, 1996.


Notary Public - State of Florida

Affiant is personally known to me.
My Commission Expires:



"OFFICIAL SEAL"
Thomas V. Infantino, II
My Commission Expires 8/11/96
Commission #CC 221312