

A96000000975

VIA AIR COURIER

May 7, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Filing of Certificate of Limited Partnership & Affidavit of Capital Contributions

100001814311

05/09/96--01020--007

****140.00 ****140.00

Dear Registration Officer:

A set of each of the above-referenced documents, together with a check for \$140 (\$52.50 min. filing fee for certificate and affidavit, \$35 fee for designation of registered agent, and \$52.50 for certified copy), are enclosed in connection with the formation of each of the following twenty (20) entities as a Florida limited partnership:

SER Blueberry Hill, Ltd.
SER Bottlebrush, Ltd.
SER Candlewood I, Ltd.
SER Candlewood II, Ltd.
SER Clearlake Pines, Ltd.
SER Gardenwood, Ltd.
SER Lost Tree Village, Ltd.
SER Palms At Livingston II, Ltd.
SER Prairiewood, Ltd.
SER Ridge Point, Ltd.

SER Rollingwood II, Ltd.
SER Springwood, Ltd.
SER Stone Cove I, Ltd.
SER Stone Cove II, Ltd.
SER Summerwind, Ltd.
SER Townwoods, Ltd.
SER Trailwoods, Ltd.
SER Turkscap II, Ltd.
SER University Square II, Ltd.
SER Virginia Pines, Ltd.

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Form with fields for Name, Availability, and Acknowledgment. Includes a signature line for W. P. Verityer and a DCC stamp.

Once the filing has been completed, please return the certified copies acknowledging the same via Federal Express using the enclosed packing slip and Fed Ex Pak to: Ariadne A. Bender, Esq. Affirmative Equities Company, L.P. 120 Wooster Street New York, NY 10012. If you have any questions concerning the foregoing request, please contact Ariadne A. Bender at (212) 925-9600.

Sincerely,

Ariadne A. Bender
Ariadne A. Bender

AAB/hs

Enclosures

AFFIRMATIVE EQUITIES COMPANY

120 WOOSTER STREET
NEW YORK, NY 10012

(212) 925-9600

FAX
(212) 925-9720

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TC
\$200.00



Asset Enhancement Through Innovation

Affirmative Equities Company

DOCUMENT COVER SHEET

URGENT

Telephone (212) 925-9600
Fac Number (212) 925-9720

To: Department of State, Division of Corporations
Partnership Registration

Attn: Ms. Diane Cushing

From: Ariadne A. Bender

Date: Wednesday, May 22, 1996

Re: Filing of Certificates of Limited Partnership
for SER Limited Partnerships

MESSAGE

Dear Diane:

Thank you for being so helpful with the Certificates for the SER Limited Partnerships we discussed on the phone (you had them put aside at my request because there was some questions raised by my attorneys about their structure). At this point, it seems that we are ready to proceed with the filing of each of the 20 Certificates so long as the attached Addendum to Certificate of Limited Partnership regarding Restriction of Transferability of Partnership Interests is attached to each prior to filing.

Please let me know if you have any questions, and thanks again for all of your help. My number is (212) 925-9600.

Ariadne Bender

THESE DOCUMENTS ARE INTENDED ONLY FOR THE USE OF THE INDIVIDUAL(S) OR ENTITIES TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OR AN EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE DOCUMENTS TO THE INTENDED RECIPIENT(S), YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION OR ANY OTHER UNAUTHORIZED USE THEREOF IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE IN ORDER TO ARRANGE THE RETURN OF THE ORIGINAL DOCUMENTS TO US BY MAIL.

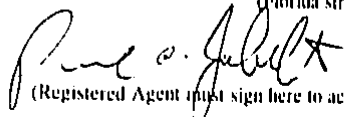
CERTIFICATE OF LIMITED PARTNERSHIP

1. SER Gardenwood, Ltd.
(Name of Limited Partnership, must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. c/o Affirmative Management, Inc., 5850 T.G. Lee Blvd., Suite 650, Orlando, Florida, 32822
(Business address of Limited Partnership)

3. Paul C. Jubelt
(Name of Registered Agent for Service of Process)

4. c/o Affirmative Management, Inc., 5850 T.G. Lee Blvd., Suite 650, Orlando, Florida 32822
(Florida street address for Registered Agent)

5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. c/o Affirmative Management, Inc., 5850 T.G. Lee Blvd., Suite 650, Orlando, Florida 32822
(Mailing address of Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: May 3, 2026

8. Names(s) of general partner(s): Southeast Residential Corp. F96000003485


Street address: c/o Affirmative Equities Company, L.P., 120 Wooster Street, New York, New York 10012

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

Signed this 3rd day of May, 1996.

Signature of all general partner(s):

Southeast Residential Corp.,
a Delaware corporation

By: 
Andrew D. Jubelt, President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

*The undersigned constituting all of the general partners of SER Gardenwood, Ltd.,
a Florida Limited Partnership, certify:*

The amount of capital contributions to date of the limited partners is \$200.00

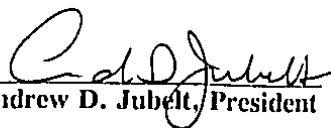
The total amount contributed and anticipated to be contributed by the limited partners at this
time totals \$200.00.

Signed this 3rd day of May, 1996.

FURTHER AFFIANT SAYETH NOT

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

**Southeast Residential Corp.,
a Delaware corporation**

By: 
Andrew D. Jubelt, President

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FLORIDA

ADDENDUM TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SER Gardenwood, Ltd.

PARTNERSHIP INTERESTS IN SER Gardenwood, Ltd. SHALL NOT BE
TRANSFERRABLE EXCEPT UNDER THE LIMITED CIRCUMSTANCES SET
FORTH IN ITS PARTNERSHIP AGREEMENT.

Signature of all general partner(s):

Southeast Residential Corp.,
a Delaware corporation

By : Andrew D. Jubelt
Andrew D. Jubelt, President

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