

CAPITAL CONNECTION, INC.
 417 E. Virginia Street, Tallahassee, FL 32301 (904) 444-1100
 Mailing Address: P.O. Box 1441 Tallahassee, FL 32302
 TOLL FREE 1-800-422-0066
 FAX (904) 222-1122

A96000002172

of Porte Visa Z, Ltd.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

bk 11/26/96

J. IAA FILING	52.50
R. AGENT FEE	35.00
C. COPY	52.50
TOTAL	140.00
N. BANK BALANCE DUE	
REFOUND	

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U B.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File	300002018749--9	
UCC 11 Search	-12/02/96--01173--002	
UCC 11 Retrieval	***140.00 ***140.00	
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()	pgs.	
SUBTOTALS		

FILED IN PLATONS
 SECRETARY OF STATE
 DIVISION 25
 98 NOV 25 AM 11:34

RECEIVED
 NOV 29 AM 10:29
 DIVISION OF CORPORATIONS

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	11/26		
TIME			CK No. _____
BY			

WALK-IN Will Pick Up 12:00 *WZ*

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**CERTIFICATE OF LIMITED PARTNERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS
POINTE VISTA II, LTD.**

The undersigned make this Certificate pursuant to Section 620.180 Florida Statutes.

**ARTICLE I.
NAME**

This limited partnership shall be named POINTE VISTA II, LTD.

**ARTICLE II.
OFFICE: REGISTERED AGENT**

The name and address of the agent for service of process required to be maintained by Section 620.105 Florida Statutes, as well as the address of the office where records of the limited partnership will be kept shall be as follows:

Name: WARREN E. WILLIAMS
28 West Central Blvd.
P.O. Box 3444
Orlando, Florida 32801

**ARTICLE III.
NAME AND BUSINESS ADDRESS OF GENERAL PARTNER**

The name and address of the general partner of this limited partnership is as follows:

POINTE VISTA II, INC.	3300 S. Hiawassee Road Suite 107 Orlando, Florida 32835
WARREN E. WILLIAMS, TRUSTEE	28 W. Central Blvd. Orlando, Florida 32801

**ARTICLE IV.
NAME AND ADDRESS OF INITIAL LIMITED PARTNER**

The name and address of the initial limited partner is as follows:

CHARLES STEWART CARLTON	74 Bonnie Loch Court Orlando, Florida 32806
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**ARTICLE V.
LOCATION: MAILING ADDRESS**

The location and mailing address of this limited partnership shall be 3300 S. Hiawassee Road, Suite 107, Orlando, Florida 32835.

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95 JUN 26 AM 11:34

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DIVISION OF CORPORATIONS
96 NOV 26 AM 11:36

**ARTICLE VI.
DURATION OF THE PARTNERSHIP**

The partnership shall commence upon the filing of this Certificate of Limited Partnership and shall continue until December 31, 2048, unless terminated at an earlier date.


ARTICLE VII.

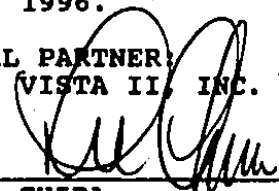
The business and purpose of the partnership is to invest in, operate, own, lease and improve interests in real estate.

**ARTICLE VIII.
CONTRIBUTION**

The contribution of the initial limited partner in this partnership shall be \$100.00 cash. The limited partner has not agreed to make any additional contributions to the partnership. The contribution of each limited partner, subject to the provisions set forth in the limited partnership agreement, is to be returned to him or her upon dissolution of the partnership. No limited partner has the right to demand and receive property other than cash in return for his or her contribution.

Dated this 22 day of November, 1996.

GENERAL PARTNER:

WARREN E. WILLIAMS, TRUSTEE

GENERAL PARTNER:
POINTE VISTA II, INC.
By: 
LEE CHIRA

ORIGINAL LIMITED PARTNER

CHARLES STEWART CARLTON

STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and County aforesaid, to take acknowledgments, personally appeared LEE CHIRA, known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership and he acknowledged to me and before me that he executed the foregoing instrument as President of POINTE VISTA II, INC.

WITNESS my hand and official seal in the County and State last
aforesaid this 22 day of November, 1996.

FILED STATE
SECRETARY OF CORPORATIONS
96 NOV 26 AM 11:34
DIVISION OF CORPORATIONS

Brenda J Carlson

NOTARY PUBLIC

Print Name: _____

My Commission Expires: _____



Brenda J Carlson
My Commission 0080088
Expires Oct. 28, 2000

STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly
authorized in the State aforesaid and County aforesaid, to take
acknowledgments, personally appeared CHARLES STEWART CARLTON,
Original Limited partner, known to me and known by me to be the
person who executed the foregoing Certificate of Limited
Partnership and he acknowledged to me and before me that he
executed the foregoing instrument as Original Limited Partner of
said Limited Partnership.

WITNESS my hand and official seal in the County and State last
aforesaid this 22 day of November, 1996.

Brenda J Carlson

NOTARY PUBLIC

Print Name: _____

My Commission Expires: _____



Brenda J Carlson
My Commission 0080088
Expires Oct. 28, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 26 AM 11:34

STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and County aforesaid, to take acknowledgments, personally appeared WARREN E. WILLIAMS, Trustee known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership and he acknowledged to me and before me that he executed the foregoing instrument as Trustee of said Limited Partnership.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of November, 1996.

Brenda J Carlson
NOTARY PUBLIC

Print Name: _____

My Commission Expires: _____

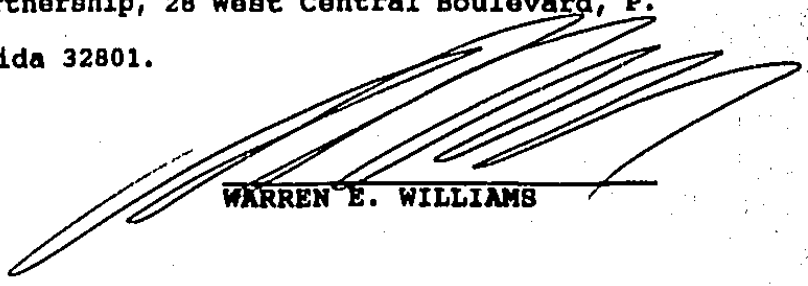


Brenda J Carlson
My Commission 00880008
Expires Oct. 28, 2008

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Acceptance of designation as Registered Agent:

Warren E. Williams does hereby accept the foregoing designation as
registered agent for the Limited Partnership for service of process
as to the above Limited Partnership, 28 West Central Boulevard, P.
O. Box 3444, Orlando, Florida 32801.



WARREN E. WILLIAMS

A96000002172



ACCOUNT NO. : 072100000032
REFERENCE : 240507 4381472
AUTHORIZATION : Patricia Pizutto
COST LIMIT : \$ 105.00

ORDER DATE : January 29, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 240507-005

000002072470--4

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
390 N. Orange Avenue
Suite 1100
Orlando, FL 32801

CM

FILED
97 JAN 29 PM 2 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: POINTE VISTA II, LTD.

EFFECTIVE DATE:

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

RECEIVED
97 JAN 29 AM 10: 51
DIVISION OF CORPORATION

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
POINTE VISTA II, LTD.

A46-272

Pursuant to the authority of Section 620.109 of the Florida Uniform Limited Partnership Act (1986), the undersigned, as general partners of POINTE VISTA II, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The name of the Partnership is POINTE VISTA II, LTD.
2. The date of the filing of the Certificate of Limited Partnership was November 26, 1996.
3. Article III. of the Certificate of Limited Partnership is hereby deleted in its entirety and the following is substituted in lieu thereof:

"The name and business address of the general partner is,

POINTE VISTA II, INC., a
Florida corporation
3300 S. Hiawassee Road
Suite 107
Orlando, Florida 32835

FILED
JAN 29 PM 2:29
TALLAHASSEE, FLORIDA

28th The undersigned have hereunto set their hands and seals this day of January, 1997.

REMAINING GENERAL PARTNER:

POINTE VISTA II, INC., a Florida corporation

By: 
Charles S. Carlton,
Vice President

WITHDRAWING GENERAL PARTNER:


WARREN B. WILLIAMS, TRUSTEE



A96000002172

ACCOUNT NO. : 072100000032

REFERENCE : 308201 4381472

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 1750.00

ORDER DATE : March 26, 1997

ORDER TIME : 11:23 AM

ORDER NO. : 308201-005

CUSTOMER NO: 4381472

500002125215--5

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: POINTE VISTA II, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

3/26/97
B/L
97 MAR 26 11:52
RECORDED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 26 PM 3:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 26 PM 3:39

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

The undersigned, constituting the sole general partner of **POINTE VISTA II, LTD.**, a Florida limited partnership, executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

The actual amount of capital contributions of the Limited Partner has exceeded the originally anticipated amount of capital contributions. The limited partner has already contributed \$100.00 to the partnership and an additional sum of \$5,985,000 is anticipated.

Executed this 24 day of March, 1997.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

By: **POINTE VISTA II, INC.**, a Florida corporation, General Partner

By: *Charles S. Carlton*
Charles S. Carlton, Vice President

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Charles S. Carlton, as Vice President of Pointe Vista II, Inc., a Florida corporation, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit as President of Pointe Vista II, Inc., a Florida corporation, as general partner of Pointe Vista II, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of March, 1997.

Brenda J. Carlson
Notary Public
State of Florida at Large
My Commission Expires:

