



THE UNITED STATES CORPORATION COMPANY

A97000002644

ACCOUNT NO. : 072100000032
REFERENCE : 626092 9196A
AUTHORIZATION :
COST LIMIT : 140.00

FILED
97 DEC -8 AM 8:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 8, 1997
ORDER TIME : 2:22 PM
ORDER NO. : 626092-015
CUSTOMER NO: 9196A

CUSTOMER: Ms. Clare Phillips
KATHERINE A. CHRISTY, ESQ
Suite 150
250 International Parkway
Heathrow, FL 32746

RECEIVED
97 DEC -8 PM 3:35
DIVISION OF CORPORATION

300002366173--6

DOMESTIC FILING

NAME: EPOCH INVESTORS XI, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

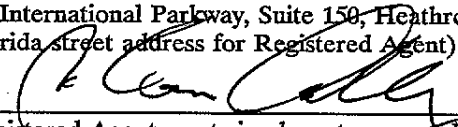
CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

12/8/97

BH

CERTIFICATE OF LIMITED PARTNERSHIP

1. EPOCH INVESTORS XI, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 250 International Parkway, Suite 150, Heathrow, Florida 32746
(Business address of Limited Partnership)
3. C. Thomas Selby
(Name of Registered Agent for Service of Process)
4. 250 International Parkway, Suite 150, Heathrow, Florida 32746
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 250 International Parkway, Suite 150, Heathrow, Florida 32746
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2027
8. Name(s) of General Partner(s): Street Address:

EPI XI, INC.

250 International Pkwy., Ste. 150
Heathrow, FL 32746

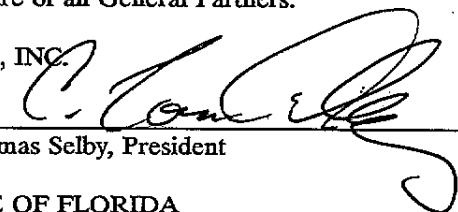
207800103279

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 4th day of December, 1997.

Signature of all General Partners:

EPI XI, INC.

By: 
C. Thomas Selby, President

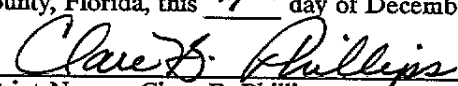
STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared C. Thomas Selby as President of EPI XI, INC., to me known to be the person described in and who executed the foregoing instrument, and who acknowledged before me that he executed the same on behalf of said corporation.

WITNESS my hand and official seal at Seminole County, Florida, this 4th day of December, 1997.



CLARE B. PHILLIPS
COMMISSION # CC 659673
EXPIRES AUG 23, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


Print Name: Clare B. Phillips
Notary Public - State of Florida
Commission Number: CC 310293
My Commission Expires: August 23, 2001

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TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of EPOCH INVESTORS XI, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00

Signed this 4th day of December, 1997.

FURTHER AFFIANT SAYETH NOT.

EPI XI, INC.

By: 

C. Thomas Selby, President

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