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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 650867 11439A
AUTHORIZATION : Patricia Pzyts
COST LIMIT : \$ 166.25

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 DEC 29 PM 3:32

ORDER DATE : December 29, 1997
ORDER TIME : 1:19 PM
ORDER NO. : 650867-055
CUSTOMER NO: 11439A

700002384707-5

CUSTOMER: Mitchell Sherman, Esq
MITCHELL A. SHERMAN, P.A.
Suite 1200
301 Yamato Road
Boca Raton, FL 33431

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DOMESTIC FILING

NAME: CONTINENTIAL WEST APARTMENTS,
LTD.

~~FILE SECOND~~

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DA

Certificate of Limited Partnership of
Continental West Apartments, Ltd.,
a Florida limited partnership

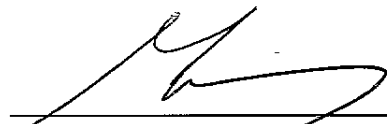
The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

1. The name of the Partnership is Continental West Apartments, Ltd.
2. The address of the office of the Partnership is 390 N. E. 125th Street, North Miami, Florida 33161.
3. The name and address of the agent for service of process on the Partnership are, George Pelekanos, 390 N.E. 125th Street, North Miami, Florida 33161.
4. The name and address of the sole general partner are Green Emerald Development Group, Inc., 390 N.E. 125th Street, North Miami, Florida 33161.
5. The mailing address of the Partnership is 390 N.E. 125th Street, North Miami, Florida 33161.
P97000108460
6. The latest date upon which the Partnership shall dissolve is December 31, 2027.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of Continental West Apartments, Ltd. this 7th day of September, 1997.

GENERAL PARTNER

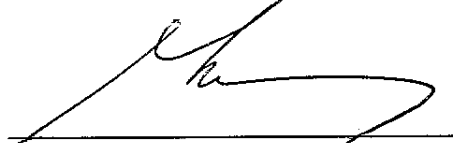

By: George Pelekanos, President of
Green Emerald Development Group, Inc.
General Partner

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Continental West Apartments, Ltd., a Florida limited partnership (the "Partnership"), I hereby agree to act in that capacity, and on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



George Pelekanos

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Affidavit of Capital Contribution

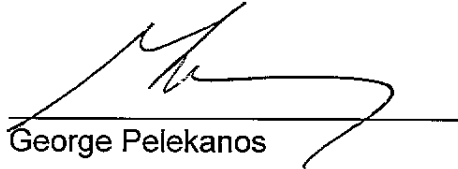
State of Florida

County of Dade

BEFORE ME, the undersigned authority, personally appeared George Pelekanos, President of Green Emerald Development Group, Inc., a Florida corporation, the sole general partner of Continental West Apartments, Ltd. (The "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Ten Thousand and no/100 (\$10,000.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.



 George Pelekanos

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State of Florida

County of Dade

Sworn to and subscribed before me this 2nd day of September, 1997 by George Pelekanos.



 Notary Public-State of Florida

Personally Known or Produced Identification

Type of Identification Produced: _____



Mitchell A Sherman
 My Commission CC658909
 Expires June 26, 2001