

A 98000000199



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 668275 80354A
AUTHORIZATION : *Patricia Pujot*
COST LIMIT : \$ 87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:03

ORDER DATE : January 14, 1998
ORDER TIME : 10:21 AM
ORDER NO. : 668275-010
CUSTOMER NO: 80354A

400002399574--5

CUSTOMER: Mr. Randolph J. Rush
WINDERWEEDLE HAINES WARD &
WOODMAN, PA
390 N. Orange Ave Ste. 1490
P.o. Box 1391
Orlando, FL 32802

DOMESTIC FILING

7

NAME: PARK PLACE AT METROWEST PHASES SIX AND SEVEN, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

W98-1100

Name
Availability
Document Examiner
Updater
Updater Verifier
Acknowledgement
W. P. Verifier

RECEIVED
98 JAN 14 AM 11:34
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 15, 1998

JEANINE GLISAR
CSC
TALLAHASSEE, FL

SUBJECT: PARK PLACE AT METROWEST PHASES SIX AND SEVEN, LTD.
Ref. Number: W98000001100

We have received your document for PARK PLACE AT METROWEST PHASES SIX AND SEVEN, LTD. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 398A00002442

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:03

RESUBMIT
Please give original
submission date as file date.

RECEIVED
98 JAN 21 AM 11:47
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP OF
PARK PLACE AT METROWEST PHASES SIX AND SEVEN, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:03

This Certificate of Limited Partnership is prepared and recorded in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act.

1. The name of this Partnership is:

PARK PLACE AT METROWEST PHASES SIX AND SEVEN, LTD.

2. The office and location of the principal place of business of the Partnership shall be at:

1803 Park Center Drive, Suite 220
Orlando, Florida 32835

3. The mailing address of the Partnership is:

1803 Park Center Drive, Suite 220
Orlando, Florida 32835

4. The name and address of the agent for service of process required to be maintained by §620.105, Florida Statutes is:

RANDOLPH J. RUSH
250 Park Avenue South, 5th Floor
Winter Park, Florida 32789

5. The name and business address of the general partner is:

PARK PLACE DEVELOPMENT COMPANY
1803 Park Center Drive, Suite 220
Orlando, Florida 32835

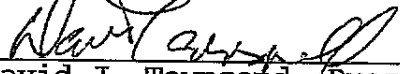
F98000000355
1/21

6. The term of the Partnership shall commence upon the recordation of the filing of the original Certificate of Limited Partnership and shall continue for a period ending not later than December 31, 2038.

7. The affidavit of the general partner setting forth the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned general partner of the Partnership has hereunto sworn and subscribed the foregoing Certificate of Limited Partnership this 13th day of January, 1998.

PARK PLACE DEVELOPMENT COMPANY,
a Nevada corporation

BY: 
David J. Townsend, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:03

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:03

The undersigned, who is the General Partner of PARK PLACE AT METROWEST PHASES SIX AND SEVEN, LTD. declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Barry F. Radolan, as Trustee of the Barry Radolan Living Trust dated November 8, 1994	\$5,500.00
R/E Equity Corp., a Nevada corporation	\$2,000.00

2. It is anticipated that the Limited Partners listed below will make capital contributions in the future in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Barry F. Radolan, as Trustee of the Barry Radolan Living Trust dated November 8, 1994	\$ <u>0</u>
R/E Equity Corp., a Nevada corporation	\$ <u>0</u>

Dated: January 13, 1998
Orlando, Florida

PARK PLACE DEVELOPMENT COMPANY,
a Nevada corporation

BY: David J. Townsend
DAVID J. TOWNSEND, President

STATE OF FLORIDA

COUNTY OF ORANGE

Sworn to, subscribed and acknowledged before me this day of January, 1998, by David J. Townsend.

Notary Public
Print Name:
My Commission Expires:

[Handwritten Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:03

Personally known X or produced identification _____

Type of Identification Produced _____

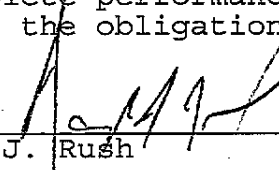
r:\townsend\parkplac\phase6-7\ps-affid



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above named limited partnership at the place designated in this Certificate of Limited Partnership, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: January 13, 1998



Randolph J. Rush

98 JAN 21 PM 1:09
DIVISION OF CORPORATIONS
SECRETARY OF STATE