



THE UNITED STATES CORPORATION COMPANY

A98000000201

ACCOUNT NO. : 072100000032

REFERENCE : 676113 8899A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:39

ORDER DATE : January 21, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 676113-005

CUSTOMER NO: 8899A

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-01/21/98--01088--016
***1837.50 ***1837.50

CUSTOMER: Larry A. Rothenberg, Esq
ROTHENBERG & ROTHENBERG, P.A.
LARRY A. ROTHENBERG, P.A.
Suite 460
900 North Federal Highway
Boca Raton, FL 33432

DOMESTIC FILING

5

NAME: CENTERLINE HOMES AT ATLANTIS,
LIMITED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

LP - 1785.00
CERT 52.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

3/1

1/21/98

RECEIVED
98 JAN 21 AM 11:47
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CENTERLINE HOMES AT ATLANTIS, LIMITED
a Florida limited partnership**

Centerline Homes at Atlantis, Inc., a Florida corporation, makes, signs and swears to the following certificate for the purpose of adopting this Certificate of Limited Partnership of Centerline Homes at Atlantis, Limited, a limited partnership formed under the provisions of the Florida Uniform Limited Partnership Law:

ARTICLE I.

Name of Limited Partnership

The name of the Limited Partnership is as follows:

CENTERLINE HOMES AT ATLANTIS, LIMITED

ARTICLE II.

Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is as follows:

12534 Wiles Road, Coral Springs, Florida 33076

ARTICLE III.

Office Address of the Limited Partnership

The address of the office kept on behalf of the Limited Partnership in accordance with Florida Statute 620.105 is as follows:

12534 Wiles Road, Coral Springs, Florida 33076

ARTICLE IV.

Registered Agent and Registered Office

The name and address of the agent appointed by the Limited Partnership for service of process in accordance with Florida Statute 620.105 is as follows:

LARRY A. ROTHENBERG, P.A. *H56140*
900 North Federal Highway, Suite 460
Boca Raton, Florida 33432

ARTICLE V.

General Partner

The name and business address of the sole general partner of the Limited Partnership is as follows:

98 JAN 21 PM 1:39
DIVISION OF CORPORATIONS
SECRETARY OF STATE

CENTERLINE HOMES AT ATLANTIS, INC.
12534 Wiles Road, Coral Springs, Florida 33076

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ARTICLE VI.
Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until December 31, 2050, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of CENTERLINE HOMES AT ATLANTIS, LIMITED this 7th day of January, 1998.

General Partner:

CENTERLINE HOMES AT ATLANTIS, INC., a
Florida corporation

BY: *Craig Perry* President
CRAIG PERRY, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

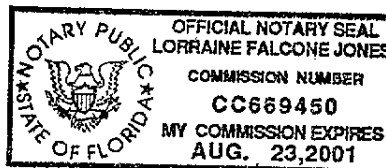
The foregoing instrument was acknowledged before me this 20TH day of January, 1998 by CRAIG PERRY, President of CENTERLINE HOMES AT ATLANTIS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

Witness my hand and seal in the County and State last aforesaid on this 20th day of January, 1998

Lorraine Falcone Jones
NOTARY PUBLIC, STATE OF FLORIDA
LORRAINE FALCONE JONES

PRINTED NAME

My Commission Expires:



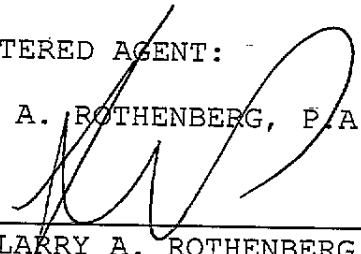
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CENTERLINE HOMES AT ATLANTIS, LIMITED, a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Limited Partnership, hereby agrees to accept service of process for the Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

January 20th, 1998

REGISTERED AGENT:
LARRY A. ROTHENBERG, P.A.

BY: 
LARRY A. ROTHENBERG

