



THE UNITED STATES CORPORATION COMPANY

A98000002486

ACCOUNT NO. : 072100000032

REFERENCE : 017583 4381472

AUTHORIZATION : Patricia [Signature]

COST LIMIT : \$ 148.75

FILED OF STATES SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS 98 NOV -2 PM 3:18

ORDER DATE : November 2, 1998

ORDER TIME : 11:12 AM

ORDER NO. : 017583-015

CUSTOMER NO: 4381472

600002677666-0

CUSTOMER: Janice Myers, Legal Assistant BROAD AND CASSEL BROAD AND CASSEL Suite 1100 390 North Orange Avenue Orlando, FL 32801

DOMESTIC FILING

NAME: WATERFORD POINTE APARTMENTS, LTD.

~~FILE SECOND~~

(4)

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

BK 11/2/98

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED 98 NOV -2 PM 12:08 DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WATERFORD POINTE APARTMENTS, LTD.**

FILED STATE
SECRETARY OF CORPORATIONS
98 NOV -2 PM 18

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of WATERFORD POINTE APARTMENTS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be WATERFORD POINTE APARTMENTS, LTD. (the "Partnership").

2. The initial business address of the Partnership where records shall be kept shall be 3300 South Hiawasse Road, Suite 107, Orlando, Florida 32835. The initial mailing address of the Partnership is Post Office Box 4961, Orlando, Florida 32802-4961.

3. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

4. The name and initial business address of the General Partner is:

WATERFORD POINTE APARTMENTS, INC., a Florida corporation
3300 South Hiawasse Road, Suite 107
Orlando, Florida 32835

998000092850

5. The initial mailing address of the limited partnership is 3300 South Hiawasse Road, Suite 107, Orlando, Florida 32835.

6. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.

This Certificate has been executed by the undersigned as of the 30th day of October, 1998.

GENERAL PARTNER:

**WATERFORD POINTE APARTMENTS,
INC.,** a Florida corporation

By:



Charles S. Carlton, Vice President

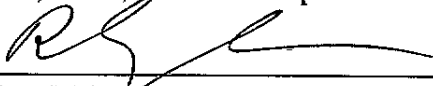
ACKNOWLEDGEMENT OF REGISTERED AGENT

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DIVISION OF CORPORATIONS
98 NOV -2 10:18

Having been designated as the Registered Agent for WATERFORD POINT APARTMENTS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC., a Florida corporation**

By: _____


Randal M. Alligood, Vice President

Dated this 30th day of October, 1998.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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The undersigned being all of the general partners of WATERFORD POINTE APARTMENTS, LTD., and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of WATERFORD POINTE APARTMENTS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNERS:

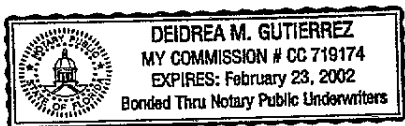
WATERFORD POINTE APARTMENTS, INC., a Florida corporation

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

Dated this 30th day of October, 1998.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of October, 1998, by Charles S. Carlton, as Vice President of Waterford Pointe Apartments, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.



Deidrea M. Gutierrez
(Signature of Notary Public)

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires: _____