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BATHGATE, WEGENER & WOLF

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December 11, 1997

VIA FEDERAL EXPRESS

Division of Corporations
State of Florida
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Registration and Qualification/Limited Partnerships

Re: HARBOUR ISLAND APARTMENT ASSOCIATES, LTD.
OUR FILE NO. 00407.0062

Dear Sir or Madam:

Enclosed please find the following for filing with the Secretary of State in connection with the above referenced matter:

1. Original and one copy of Certificate of Limited Partnership of Harbour Island Apartment Associates, Ltd.;
2. Original and one copy of Affidavit of Capital Contribution;
3. Check in the amount of \$1,445.50 representing the filing fee (\$1,358.00) the registered agent designation (\$35.00) and the certified copy charge (\$52.50).

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

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

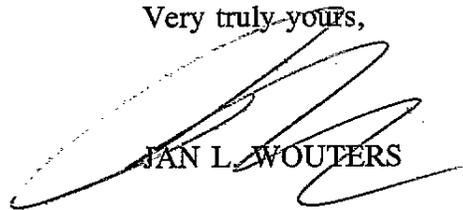
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Division of Corporations
December 11, 1997
Page 2

Kindly file the documents and return the appropriate certified copy and acknowledgement of filing letter to the attention of the undersigned in the enclosed return Federal Express envelope.

Very truly yours,



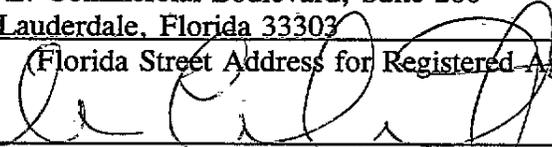
JAN L. WOUTERS

JLW/jbt

Enclosure

cc: Sheldon Liebowitz
Murray Liebowitz

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HARBOUR ISLAND APARTMENT ASSOCIATES, LTD.**

1. Harbour Island Apartment Associates, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 2600 E. Commercial Boulevard, Suite 200
Fort Lauderdale, Florida 33303
(The Business Address of Limited Partnership)
3. Sheldon Liebowitz
(Name of Registered Agent for Service of Process)
4. 2600 E. Commercial Boulevard, Suite 200
Fort Lauderdale, Florida 33303
(Florida Street Address for Registered Agent)
5. 
Registered Agent must sign here to accept designation as
Registered Agent for Service of Process)
6. 2600 E. Commercial Boulevard, Suite 200
Fort Lauderdale, Florida 33303
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved
is 12/31/2032.

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TALLAHASSEE, FLORIDA

8. NAME OF GENERAL PARTNER(S)	SPECIFIC ADDRESS
M.L. PROPERTY MANAGEMENT, INC. <i>572226</i>	2600 E. Commercial Boulevard Fort Lauderdale, Florida 33308

SIGNED THIS 12th day of December, 1997.

Signature of all general partners:



General Partner

Sheldon Liebowitz, Secretary

M.L. PROPERTY MANAGEMENT, INC.


General Partner

Sheldon Liebowitz, Vice President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of Harbour Island Apartment Associates, Ltd., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$194,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$194,000.00.

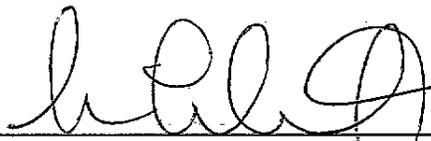
This 12th day of December, 1997.

FURTHER AFFIANT SAYETH NOT:

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

GENERAL PARTNER:

M.L. PROPERTY MANAGEMENT, INC.


Sheldon Liebowitz, Secretary

BY:


Sheldon Liebowitz, Vice President

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TALLAHASSEE, FLORIDA