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May 28, 1998

File 2nd

FEDERAL EXPRESS

Mr. John Hall
Hall's Air Freight
Post Office Box 6332
464 E. Freddy Martin
Tallahassee, FL 32301

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***1837.50 ***1837.50

Re: Epoch Properties/Plantation Park Apartments, Ltd.

Dear John:

Enclosed please find the following:

1. Original Certificate of Limited Partnership of Plantation Park Apartments, Ltd.
2. Original Plantation Park Apartments, Ltd. Affidavit of Capital Contributions.
3. Check in the amount of \$1,837.50.

Upon receipt, please file the original with the Secretary of State, obtain a certified copy and return to me via U.S. Mail.

If you have any questions, please do not hesitate to contact me. Thank you for your assistance.

Sincerely yours,

Gene Godbold
Gene H. Godbold

GHG/cah
Encls.

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**PLANTATION PARK APARTMENTS, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner files this Certificate of Limited Partnership of PLANTATION PARK APARTMENTS, LTD. with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

1. Name. The name of the limited partnership is PLANTATION PARK APARTMENTS, LTD.

2. General Partners. The name and the business address of the General Partners of the Limited Partnership is:

Epoch Properties, Inc., a Florida corporation
359 Carolina Avenue
Winter Park, Florida 32789

370124

and

EPI-Charlotte, Inc., a Florida corporation
359 Carolina Avenue
Winter Park, Florida 32789

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3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 359 Carolina Avenue, Winter Park, Florida 32789.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

James H. Pugh, Jr.
359 Carolina Avenue
Winter Park, Florida 32789

5. Partnership Mailing Address. The mailing address for the limited partnership is 359 Carolina Avenue, Winter Park, Florida 32789.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is June 1, 2020.

7. Affirmation. The General Partners hereby acknowledge that pursuant to the Act:

7.1 The execution of this Certificate by the General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

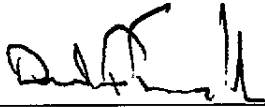
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7.2 The General Partners accept the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the General Partners know that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partners will forthwith cause this Certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 27th day of May, 1998.

EPOCH PROPERTIES, INC.,
a Florida corporation

By: 
James H. Pugh, Jr., President

EPI-CHARLOTTE, INC.,
a Florida corporation

By: 
James H. Pugh, Jr., President

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**PLANTATION PARK APARTMENTS, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

1. Capital Contributions. The undersigned General Partner of Plantation Park Apartments, Ltd. declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be Six Million Three Hundred Seventy Eight Thousand Ninety Five and No/100 Dollars (\$6,378,095.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be Six Million Three Hundred Seventy Eight Thousand Ninety Five and No/100 Dollars (\$6,378,095.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

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

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

EPOCH PROPERTIES, INC.,
a Florida corporation

By: 
James H. Pugh, Jr., President

Date: May 27th 1998

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REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for Plantation Park Apartments, Ltd., a Florida limited partnership, at the Registered Office designated in the Certificate of Limited Partnership, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Executed the 27th day of May, 1998.



JAMES H. PUGH, JR.

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