



THE UNITED STATES
CORPORATION
COMPANY

A99000001850

ACCOUNT NO. : 072100000032

REFERENCE : 475113 9196A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 140.00

FILED
SECRETARY OF CORPORATIONS
99 NOV -9 PM 5:08

ORDER DATE : November 9, 1999

ORDER TIME : 2:46 PM

ORDER NO. : 475113-025

CUSTOMER NO: 9196A

900003040399--3

CUSTOMER: Ms. Clare Phillips
KATHERINE A. CHRISTY, ESQ
KATHERINE A. CHRISTY, ESQ
Suite 150
250 International Parkway
Heathrow, FL 32746

DOMESTIC FILING

NAME: EPOCH INVESTORS XV, LTD.

EFFECTIVE DATE:

(3)

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

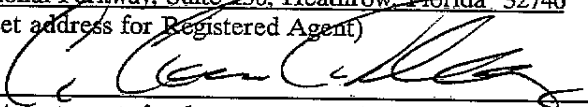
EXAMINER'S INITIALS:

RECEIVED
99 NOV -9 PM 3:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11/9/99

CERTIFICATE OF LIMITED PARTNERSHIP

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 NOV -9 PM 5:08

1. EPOCH INVESTORS XV, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 250 International Parkway, Suite 150, Heathrow, Florida 32746
(Business address of Limited Partnership)
3. C. Thomas Selby
(Name of Registered Agent for Service of Process)
4. 250 International Parkway, Suite 150, Heathrow, Florida 32746
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 250 International Parkway, Suite 150, Heathrow, Florida 32746
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2027
8. Name(s) of General Partner(s): _____ Street Address: _____

EPI XV, Inc. 250 International Pkwy., Ste. 150
Heathrow, FL 32746

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 8th day of November, 1999.

Signature of all General Partners:

EPI XV, Inc.

By: 

C. Thomas Selby, Vice President

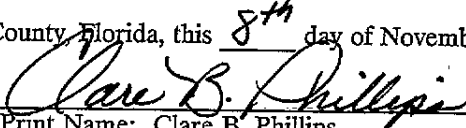
STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared C. Thomas Selby as Vice President of EPI XV, Inc., to me known to be the person described in and who executed the foregoing instrument, and who acknowledged before me that he executed the same on behalf of said corporation.

WITNESS my hand and official seal at Seminole County, Florida, this 8th day of November, 1999.



CLARE B. PHILLIPS
COMMISSION # CC 659673
EXPIRES AUG 23, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


Print Name: Clare B. Phillips

Notary Public - State of Florida

Commission Number: CC 310293

My Commission Expires: August 23, 2001

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of EPOCH INVESTORS XV, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

Signed this 8th day of November, 1999.

FURTHER AFFIANT SAYETH NOT.

EPI XV, INC

By: 

C. Thomas Selby, Vice President

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 9 PM 5:08