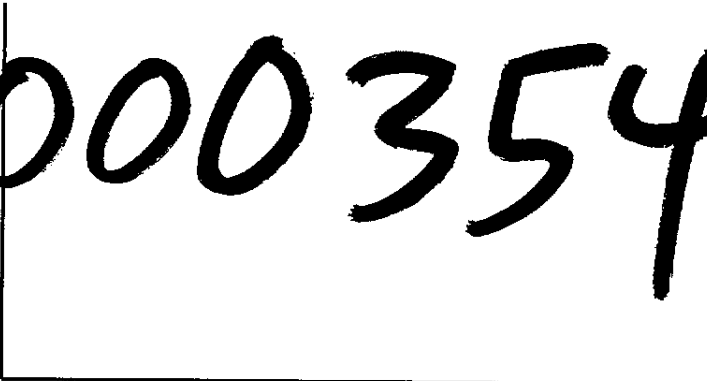


A02000000354

Capitol Services, Inc.
1406 Hays St., Suite 2

Tallahassee, FL 32301 (850) 878-4734
Kathi or Brent



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. Portogino Phase I Land, Ltd. (Corporation Name) _____ (Document #) _____
- 2. _____ (Corporation Name) _____ (Document #) _____
- 3. _____ (Corporation Name) _____ (Document #) _____
- 4. _____ (Corporation Name) _____ (Document #) 400005107764--8
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- Walk in Pick up time 3/14 Certified Copy
- Mail Out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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3/14

File 25

Examiner's Initials

**PORTOFINO PHASE I LAND, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner files this Certificate of Limited Partnership of PORTOFINO PHASE I LAND, 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 PORTOFINO PHASE I LAND, LTD.
2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

Portofino Phase I, LLC
359 Carolina Avenue
Winter Park, Florida 32789

202-6091

3. Record-keeping 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:

Grant T. Downing
222 West Comstock Avenue, Suite 101
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 December 31, 2023.

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

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

7.2 The General Partner accepts 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 Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

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Executed this 12 day of March, 2002.

By: PORTOFINO PHASE I, LLC, a Florida limited liability company,
its General Partner

By: PALM BEACH APARTMENT ASSOCIATES, LTD.,
a Florida limited partnership, its Member

By: EPI-PALM BEACH EQUITY, INC.,
a Florida corporation, its General Partner

By: 

Kyle D. Riva, Vice President

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**PORTOFINO PHASE I LAND, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

1. Capital Contributions. The undersigned General Partner of Portofino Phase I Land, Ltd. declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be one thousand and No/100 Dollars (\$1,000.00) 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 seven thousand five hundred and No/100 Dollars (\$7,500.00).

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.

Date: March 12, 2002

By: PORTOFINO PHASE I, LLC, a Florida limited liability company,
its General Partner

By: PALM BEACH APARTMENT ASSOCIATES, LTD.,
a Florida limited partnership, its Member

By: EPI-PALM BEACH EQUITY, INC.,
a Florida corporation, its General Partner

By: 

Kyle D. Riva, Vice President

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REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for Portofino Phase I Land, 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 12 day of March, 2002.


GRANT T. DOWNING

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