



THE UNITED STATES
CORPORATION
COMPANY

A 00000000252

ACCOUNT NO. : 072100000032

REFERENCE : 580097 5011958

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ ~~150.00~~

ORDER DATE : February 8, 2000

140.00

ORDER TIME : 11:02 AM

8000003127828--8

ORDER NO. : 580097-010

CUSTOMER NO: 5011958

CUSTOMER: Kim August, Legal Asst
GREENSPOON MARDER HIRSCHFELD
GREENSPOON MARDER HIRSCHFELD
135 West Central Blvd Ste 1100
South Trust Bank Building
Orlando, FL 32801

DOMESTIC FILING

NAME: WOODGATE APARTMENTS, LTD.

(4)

EFFECTIVE DATE:

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: Janine Lazzarini

EXAMINER'S INITIALS:

hxc 2/8/00

FILE 2nd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -8 PM 4:37
RECEIVED
00 FEB -8 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 28 PM 4:37

1. Woodgate Apartments, Ltd. (Name of Limited Partnership)
2. 615 Crescent Executive Court, Suite 120, Lake Mary, Florida 32746 (Business Address of Limited Partnership)
3. N. Dwayne Gray, Jr., Esquire (Name of Registered Agent for Service of Process)
4. Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 135 West Central Blvd., Suite 1100, Orlando, Florida 32801 (Florida Street Address for Registered Agent)
5. N. Dwayne Gray, Jr. (Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
N. Dwayne Gray, Jr.
6. 615 Crescent Executive Court, Suite 120, Lake Mary Florida 32746 (Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2050

8. Name(s) of general partner(s): Woodgate Apartments, Inc. Street address: 615 Crescent Executive Court, Suite 120
a Florida corporation Lake Mary, Florida 32746

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

Signed this 28th day of January, 2000.

Signature of all general partners:

WOODGATE APARTMENTS, INC.
a Florida corporation, its General Partner

By Todd L. Borck
Name: Todd L. Borck
Title: President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for **WOODGATE APARTMENTS**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



N. Dwayne Gray, Jr., Esquire
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
135 West Central Blvd., Suite 1100
Orlando, Florida 32801

Dated: January 28, 2000

FILED
STATE
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DIVISION
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PM 4:37

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
WOODGATE APARTMENTS, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -8 PM 4:37


STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Todd L. Borck, President of WOODGATE APARTMENTS, INC., a Florida corporation, the sole general partner of WOODGATE APARTMENTS, LTD., (the "Partnership"), who, upon being duly sworn, certified as follows:

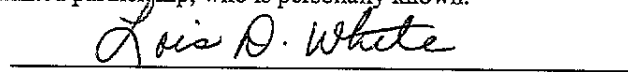
1. The amount of capital contributions to the Partnership made by the limited partner is, in the aggregate, One Thousand and No/100 Dollars (\$1,000.00).
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partner.

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




Todd L. Borck

Sworn to and subscribed before me this 28th day of January, 2000, by Todd L. Borck, as President of WOODGATE APARTMENTS, INC., a Florida corporation, the sole general partner of WOODGATE APARTMENTS, LTD., a Florida limited partnership, who is personally known.



NOTARY PUBLIC

 Lois D White
My Commission CC644731
Expires May 06, 2001