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Leonard Rutland, Jr.
Attorney at Law

Telephone
(561) 286-6341

Facsimile
(561) 286-6442

January 18, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Gardens Partnership, Ltd.

Dear Sirs:

Please find enclosed herewith the following for filing:

W-2294

100003104661--7
-01/20/00--01079--011
***1750.00 ***1750.00

100003104661--7
-02/09/00--01073--001
*****35.00 *****35.00

1. Leonard Rutland, Jr., General Account check # 2585 in the amount of \$1,750.00 in payment for the filing fees for The Gardens Partnership, Ltd.;
2. Original and one copy of Certificate of Limited Partnership of The Gardens Partnership, Ltd.; and
3. Original and one copy of Affidavit of Capital Contributions.

Kindly file the above-referenced documents and mail proof of filing to the undersigned together with copies of the said documents in the pre-addressed, stamped envelope enclosed for that purpose.

Best Regards,

Adonna Rutland

Leonard Rutland, Jr., Esquire

LR/ar

Enclosures

SECRETARY OF STATE
TALLAHASSEE FLORIDA
00 FEB -9 PM 12:56
FILED
WR 2/9



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 2000

LEONARD RUTLAND, JR., ESQUIRE
ATTORNEY AT LAW
759 SOUTH FEDERAL HIGHWAY SUITE 303
STUART, FL 34994

SUBJECT: THE GARDENS PARTNERSHIP, LTD.
Ref. Number: W00000002294

00 FEB -9 PM 12: 56
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for THE GARDENS PARTNERSHIP, LTD. and your check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is an additional \$35 due for your registered agent designation.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 700A00003777

Leonard Rutland, Jr.
Attorney at Law

Telephone
(561) 286-6341

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(561) 286-6442

February 7, 2000

Florida Department of State
Attn.: Lee Rivers, Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Gardens On Danforth, Ltd.

Dear Sir/Madam:

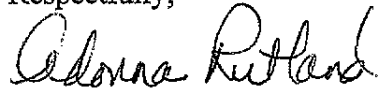
We received the attached letter from you recently in response to our request for filing of The Gardens Partnership, Ltd. We have now selected a new name for the corporation. Please find enclosed the following for filing:

1. Leonard Rutland, Jr., General Account check # 2610 for \$35.00 in payment for registered agent designation (the \$1,750.00 filing fee was submitted previously);
2. Original and one copy of Certificate of Limited Partnership of The Gardens On Danforth, Ltd.; and
3. Original and one copy of Affidavit of Capital Contributions.

Kindly file the above-referenced documents and mail proof of filing to the undersigned together with copies of the said documents in the pre-addressed, stamped envelope enclosed for that purpose.

Thank you.

Respectfully,



Adonna Rutland, Assistant to
LEONARD RUTLAND, JR., ESQUIRE

/ar

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF MARTIN

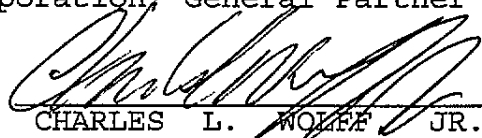
BEFORE ME, the undersigned authority, personally appeared CHARLES L. WOLFF, JR., Vice President, of WTS, INC., a Florida corporation, the sole general partner of THE GARDENS ON DANFORTH, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, One Million One Hundred Thousand Dollars (\$1,100,000.00).

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

THE GARDENS ON DANFORTH, LTD
WTS, INC., a Florida
corporation, General Partner

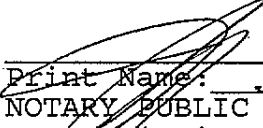
By: 
CHARLES L. WOLFF JR.,
Vice President,

STATE OF FLORIDA
COUNTY OF MARTIN

Applicant: THE GARDENS ON DANFORTH, LTD.

Sworn to (or affirmed) and subscribed before me this 31ST day of January, 2000, by CHARLES L. WOLFF, JR., as Vice President of WTS, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification.




Print Name: John S. Leighton III
NOTARY PUBLIC
My Commission Expires:

CERTIFICATE OF LIMITED PARTNERSHIP OF
THE GARDENS ON DANFORTH, LTD.,
a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is THE GARDENS ON DANFORTH, LTD.

2. The address of the office of the Partnership is: 2785 S.E. St. Lucie Boulevard, Stuart, Florida 34997.

3. The name and address of the agent for service of process on the Partnership are: Charles L. Wolff, Jr., 2785 S.E. St. Lucie Boulevard, Stuart, Florida 34997.

4. The name and business address of the sole general partner are: WTS, Inc., a Florida corporation, 2785 S.E. St. Lucie Boulevard, Stuart, Florida 34997. 508258

5. The mailing address of the Partnership is: Post Office Box 1668, Stuart, Florida 34995.

6. The latest date upon which the Partnership shall dissolve is twenty years from the date of this certificate.

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of THE GARDENS ON DANFORTH, LTD. this 31st day of January, 2000.

GENERAL PARTNER:

WTS, INC., a Florida corporation

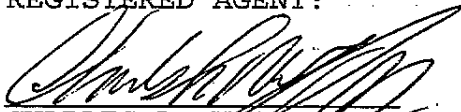
By: 
Name: CHARLES L. WOLFF, JR.
Title: VICE PRESIDENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for THE GARDENS ON DANFORTH, LTD., 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:



CHARLES L. WOLFF JR.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA