

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P.A.
Account Number : 075410000050
Phone : (305) 854-5900
Fax Number : (305) 857-9322

FLORIDA LIMITED PARTNERSHIP

VINTAGE PROPERTIES XII, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$140.00

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CERTIFICATE OF LIMITED PARTNERSHIP OF
VINTAGE PROPERTIES XII, LTD.,
a Florida limited partnership

The undersigned, as the sole general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620 of the Florida Statutes, hereby states the following:

ARTICLE I.

Name of the Limited Partnership

The name of the Limited Partnership is as follows:

VINTAGE PROPERTIES XII, LTD.

ARTICLE II.

Address of the Limited Partnership

The address of the office of the Limited Partnership is as follows:

5725 Vintage Oaks Circle
Delray Beach, FL 33484

ARTICLE III.

Registered Agent and Registered Office

The name and address of the agent for service of process on the Limited Partnership is as follows:

Cober Corporate Agents, Inc.
2601 South Bayshore Drive, 19th Fl.
Miami, FL 33133

ARTICLE IV.

General Partner

The name and business address of the sole general partner is as follows:

AZA VENTURES, INC.
5752 Vintage Oaks Circle
Delray Beach, FL 33133

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ARTICLE V.

Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is as follows:

5752 Vintage Oaks Circle
Delray Beach, FL 33484

ARTICLE VI.

Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until December 31, 2040, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of VINTAGE PROPERTIES XII, LTD. as of the 24th day of February, 2000.

General Partner:

AZA VENTURES, INC.

By: 

Eugene N. Suttin, President

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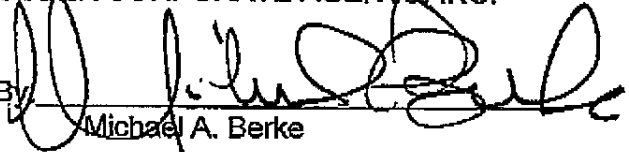
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for VINTAGE PROPERTIES XII, LTD., a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Limited Partnership, hereby agrees to accept service of process for the Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Dated as of February 24th, 2000

COBER CORPORATE AGENTS, INC.

By 
Michael A. Berke

Title: Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The undersigned, Eugene N. Suttin, President of AZA VENTURES, INC., being first duly sworn, certifies as follows:

1. The undersigned is the sole general partner of VINTAGE PROPERTIES XII, LTD., a Florida limited partnership, hereinafter referred to as the "Limited Partnership."
2. The amount of capital contribution anticipated to be contributed by the initial limited partners is \$1,000.00.

Under penalties of perjury the undersigned declares that he has read the foregoing and the facts alleged are true, to the best of his knowledge and belief.

General Partner

AZA VENTURES, INC.

By:

Eugene N. Suttin, President

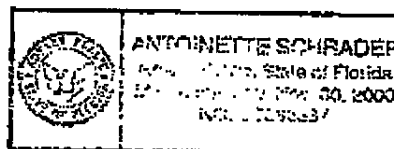
SWORN TO AND SUBSCRIBED before me as of the 24th day of February, 2000 by Eugene N. Suttin, President of AZA VENTURES, INC., as the General Partner for VINTAGE PROPERTIES XII, LTD., a Florida limited partnership, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC:

Sign: Antoinette Schuch

Print: Antoinette Schrader

State of Florida

My Commission Expires:

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