



THE UNITED STATES
CORPORATION
COMPANY

A00000000458

ACCOUNT NO. : 072100000032

REFERENCE : 621956 5011958

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 96.25

ORDER DATE : March 13, 2000

ORDER TIME : 11:31 AM

ORDER NO. : 621956-020

CUSTOMER NO: 5011958

500003167005--7

CUSTOMER: Debbie Hanley, Corp Spec.
GREENSPOON MARDER HIRSCHFELD
GREENSPOON MARDER HIRSCHFELD
135 West Central Blvd Ste 1100
South Trust Bank Building
Orlando, FL 32801

DOMESTIC FILING

NAME: COLLEGE STATION APARTMENTS,
LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:


3/13/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 13 PM 3:59

RECEIVED
00 MAR 13 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 13 PM 3:59

1. COLLEGE STATION APARTMENTS, LTD.
(Name of Limited Partnership)
2. c/o 135 West Central Boulevard, Suite 1100, Orlando, Florida 32801
(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. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. c/o 135 West Central Boulevard, Suite 1100, Orlando, Florida 32801
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2051

8. Name(s) of general partner(s): College Station Apartments, Inc.
a Florida corporation
- Street address: c/o 135 West Central Boulevard, Suite 1100
Orlando, Florida 32801

PO00000625678

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 2nd day of March, 2000.

Signature of all general partners:

COLLEGE STATION APARTMENTS, INC.

By: 
Name: **FAB LUCCHESI**
Title: **President**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 13 PM 3:59

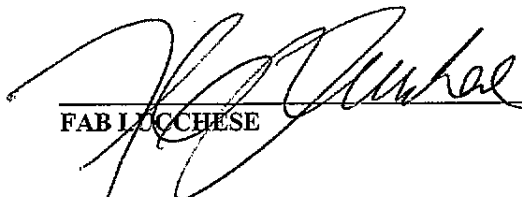
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
COLLEGE STATION APARTMENTS, LTD.
A FLORIDA LIMITED PARTNERSHIP**

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, personally appeared **FAB LUCCHESI**, President of **COLLEGE STATION APARTMENTS, INC.**, a Florida corporation, the sole general partner of **COLLEGE STATION 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.

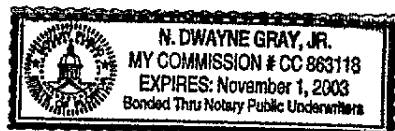
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

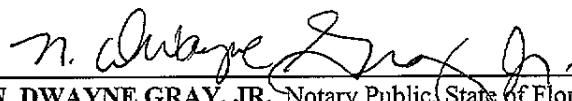


FAB LUCCHESI

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 9th day of March, 2000, by **FAB LUCCHESI**, as President of **COLLEGE STATION APARTMENTS, INC.**, a Florida corporation, said corporation being the general partner of **COLLEGE STATION APARTMENTS, LTD.**, a Florida limited partnership, on behalf of said partnership. He is personally known to me.



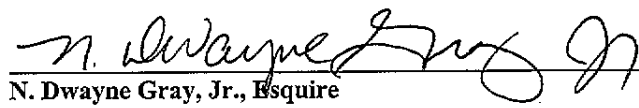


N. DWAYNE GRAY, JR., Notary Public, State of Florida
My Commission Expires: 11-1-03

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for **COLLEGE STATION APARTMENTS, 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:


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

Dated: March 9, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 13 PM 3:59