

Telephone 850.561.3010

MEMORANDUM

TALLAHASSEE, FLORIDA 32301

PLEASE NOTE THIS IS FILING 2 OF 3. PLEASE FILE FIRST!

TO:

Secretary of State

FROM:

Elizabeth Anne Moss

DATE:

March 20, 2000

RE:

MRA INTRACOASTAL ISLES APARTMENTS ASSOCIATES, LTD

***1846.25

Attached please find an original and one copy of the Articles of Organization of the above-referenced LLC and a check in the amount of \$160.00 for filing, certified copy and certificate of status fees. PLEASE NOTE THAT MRA INTRACOASTAL ISLES ASSOCIATES LLC IS BEING FILED ON THIS SAME DATE.

When proof of filing is ready for pick up please call me at 561-3010 and I will sent my runner to pick it up.

Thanks!

EAM/sm Attachments

nft 3/20/W

CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108, Florida Statutes, the undersigned, being the sole General Partner, desiring to form a Florida limited partnership, does hereby swear and affirm as follows:

- 1. The name of the Limited Partnership is INTRACOASTAL ISLES APARTMENTS ASSOCIATES, LTD.
- 2. The office of the Limited Partnership is at 301 East Las Olas Boulevard, Suite 210, Fort Lauderdale, Florida 33301, and the name and address of the agent for service of process is Kevin Coffey at c/o Millennium Realty Advisors, 301 East Las Olas Boulevard, Suite 210, Fort Lauderdale, Florida 33301.
 - 3. The name and business address of the sole General Partner are:

MRA Intracoastal Isles Associates LLC c/o Millennium Realty Advisors
301 East Las Olas Boulevard, Suite 210 00000 3 1 25
Fort Lauderdale, Florida 33301

4. The mailing address of the Limited Partnership is:

c/o Millennium Realty Advisors 301 East Las Olas Boulevard, Suite 210 Fort Lauderdale, Florida 33301

5. The latest date upon which the Limited Partnership is to dissolve is seventy-five (75) years from the date of the recording of this Certificate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 17 day of March, 2000.

GENERAL PARTNER

MRA INTRACOASTAL ISLES ASSOCIATES LLC A Florida limited liability company

Witness

Kevin Coffey, Managing Member

150988.1/5676.002/BDS_FTL 3/17/2000 wp8

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of INTRACOASPAL ISLES APARTMENTS ASSOCIATES, LTD. as made in the foregoing Certificate of Limited Partnership and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent.

Date: March 17, 2000

Kevin Coffey

Initial Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the general partners of Intracoastal Isles Apartments
Associates, Ltd., a Florida limited partnership ("Partnership") personally appeared Kevin Coffey,
Managing Member of MRA Intracoastal Isles Associates, LLC, who, upon being sworn, certified as follows:

The amount of the capital contributions of the Limited Partners to the Partnership and the amount anticipated to be contributed by them is One Million Seven Hundred Thousand Dollars (\$1,700,000.00).

Dated this 17th day of March, 2000.

FURTHER AFFIANT SAYETH NOT.

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.

GENERAL PARTNER:

MRA INTRACOASTAL ISLES ASSOCIATES LLC, a Florida limited liability company

By:

Kevin Coffey, Managing Member

Witness

Witness