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ACCOUNT NO. : 072100000032

REFERENCE : 668404 8899A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 19, 2000

ORDER TIME : 2:14 PM

ORDER NO. : 668404-005

CUSTOMER NO: 8899A

CUSTOMER: Mr. Larry Rothenberg
LARRY A. ROTHENBERG, P.A.
LARRY A. ROTHENBERG, P.A.
Suite 460
900 North Federal Highway
Boca Raton, FL 33432

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DOMESTIC FILING

NAME: CENTERLINE HOMES AT POLO
TRACE, LIMITED

EFFECTIVE DATE: 5

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: Darlene Ward

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 19 PM 8:51

RECEIVED
00 APR 19 PM 3:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/11
4/19

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CENTERLINE HOMES AT POLO TRACE, LIMITED
a Florida limited partnership**

Centerline Homes at Polo Trace, Inc., a Florida corporation, makes, signs and swears to the following certificate for the purpose of adopting this Certificate of Limited Partnership of Centerline Homes at Polo Trace, Limited, a limited partnership formed under the provisions of the Florida Uniform Limited Partnership Law:

ARTICLE I.

Name of Limited Partnership

The name of the Limited Partnership is as follows:

CENTERLINE HOMES AT POLO TRACE, LIMITED

ARTICLE II.

Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is as follows:

12534 Wiles Road, Coral Springs, Florida 33076

ARTICLE III.

Office Address of the Limited Partnership

The address of the office kept on behalf of the Limited Partnership in accordance with Florida Statute 620.105 is as follows:

12534 Wiles Road, Coral Springs, Florida 33076

ARTICLE IV.

Registered Agent and Registered Office

The name and address of the agent appointed by the Limited Partnership for service of process in accordance with Florida Statute 620.105 is as follows:

LARRY A. ROTHENBERG, P.A.
900 North Federal Highway, Suite 460
Boca Raton, Florida 33432

ARTICLE V.

General Partner

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

CENTERLINE HOMES AT POLO TRACE, INC.
12534 Wiles Road, Coral Springs, Florida 33076

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STATE
CLERK OF COURTS
APR 19 AM 8:54

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ARTICLE VI.
Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until December 31, 2050, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of CENTERLINE HOMES AT POLO TRACE, LIMITED this 18 day of April, 2000.

General Partner:

CENTERLINE HOMES AT POLO TRACE, INC.,
Florida corporation

BY: [Signature] President
CRAIG S. PERRY President

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CLERK OF STATE
DEPARTMENT OF CORPORATIONS
APR 19 AM 8:54

STATE OF FLORIDA
COUNTY OF PALM BEACH

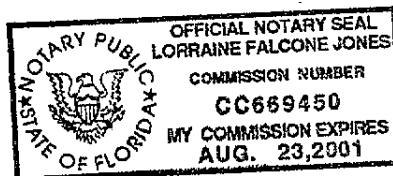
The foregoing instrument was acknowledged before me by CRAIG S. PERRY, President of CENTERLINE HOMES AT POLO TRACE, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

Witness my hand and seal in the County and State last aforesaid on this 18 day of April, 2000.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
LORRAINE FALCONE JONES

PRINTED NAME

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CENTERLINE HOMES AT POLO TRACE, LIMITED, 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.

April 18, 2000

REGISTERED AGENT:

LARRY A. ROTHENBERG P.A.

BY: 

LARRY A. ROTHENBERG

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 19 AM 8:54

AFFIDAVIT OF GENERAL PARTNER OF
CENTERLINE HOMES AT POLO TRACE, LIMITED

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 19 AM 8:54

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

On this day personally appeared before me, an officer duly authorized to administer oaths, CRAIG S. PERRY, as President of Centerline Homes at Polo Trace, Inc., General Partner, who being first duly sworn by me states:

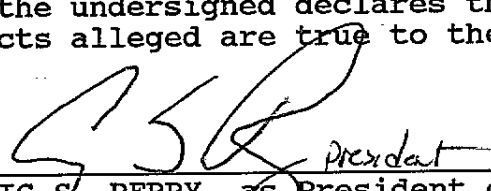
1. He is the President of CENTERLINE HOMES AT POLO TRACE, INC., a Florida corporation (the "Corporation").

2. The Corporation is the sole general partner of CENTERLINE HOMES AT POLO TRACE, LIMITED, a limited partnership to be formed pursuant to the laws of the State of Florida (the "Limited Partnership").

3. In accordance with Florida Statute 620.108(1), the amount of capital contributions of the limited partners and the amount anticipated to be contributed totals \$1,500,000.00.

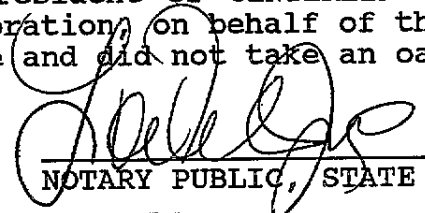
FURTHER AFFIANT SAYETH NOT.

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.



CRAIG S. PERRY, as President of
CENTERLINE HOMES AT POLO TRACE, INC.,
GENERAL PARTNER

SWORN TO AND SUBSCRIBED before me this ____ day of April, 2000, by CRAIG S. PERRY, President of CENTERLINE HOMES AT POLO TRACE, INC., a Florida corporation, on behalf of the corporation. He is personally known to me (and did not take an oath.



NOTARY PUBLIC, STATE OF FLORIDA

LORRAINE FALCONE JONES

TYPED OR PRINTED NAME

MY COMMISSION EXPIRES:

