



THE UNITED STATES
CORPORATION
COMPANY

A00000001746

ACCOUNT NO. : 072100000032

REFERENCE : 899996 8739A

AUTHORIZATION :

FILE SUBMIT

COST LIMIT : \$ 87.50

Please give original

to the State as file date.

FILED
00 NOV 15 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 15, 2000

ORDER TIME : 1:41 PM

ORDER NO. : 899996-005

CUSTOMER NO: 8739A

CUSTOMER: Jonathan Shepard, Esq
Siegel Lipman Dunay & Shepard,
Llp
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

500003464985--0

DOMESTIC FILING

NAME: MIRABELLA ASSOCIATES AT
MIRASOL LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS: _____

RECEIVED
00 NOV 15 PM 2:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DN 11/15

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MIRABELLA ASSOCIATES AT MIRASOL LIMITED PARTNERSHIP
a Florida limited partnership**

00 NOV 15 PM 4:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108, Florida Statutes, hereby states the following:

1. The name of the Partnership is Mirabella Associates at Mirasol Limited Partnership.
2. The street address of the office of the Partnership is 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487.
3. The name and street address of the agent for service of process on the Partnership are Richard Finkelstein, 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487.
4. The name and business address of the general partner are Kenco Communities at Mirasol, Inc., 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487. *POC600103316*
5. The mailing address of the Partnership is 1000 Clint Moore Road, Suite 110, Boca Raton Florida 33487.
6. The latest date upon which the Partnership shall dissolve is December 31, 2009.
7. The effective date of this Certificate of Limited Partnership shall be on filing.

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 by the sole general partner of Mirabella Associates at Mirasol Limited Partnership this 14 day of November, 2000.

General Partner:
KENCO COMMUNITIES AT MIRASOL,
INC., a Florida corporation

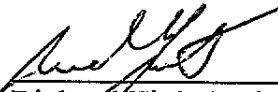
By: _____

[Signature]
Richard Finkelstein, President

ACKNOWLEDGEMENT

Pursuant to Section 620.105, Florida Statutes, the following is submitted:

Having been named to accept service of process for Mirabella Associates at Mirasol Limited Partnership, a Florida limited partnership, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth pursuant to applicable law.


Richard Finkelstein

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Richard Finkelstein, President of Kenco Communities at Mirasol, Inc., General Partner, constituting the sole general partner of Mirabella Associates at Mirasol Limited Partnership, a Florida limited partnership, (hereinafter referred to as the "Partnership"), who states as follows:

1. The amount of capital contributions to the Partnership made by each limited partner as of the date of this Affidavit is NONE.
2. The amount of additional capital contributions anticipated to be contributed by each limited partner is NONE.

FURTHER AFFIANT SAYETH NOT.

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:

KENCO COMMUNITIES AT MIRASOL,
INC., a Florida corporation


By: _____

Richard Finkelstein, President

Date: November 14, 2000

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14 day of November, 2000, by Richard M. Finkelstein, President of Kenco Communities at Mirasol, Inc., a Florida corporation, on behalf of said corporation, who is personally known to me.

 Judy L. Matthews-Gray
My Commission CC820212
Expires April 24, 2003

Judy Matthews-Gray
Notary Public