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FILED
01 MAY 14 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 147359 7229360

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 11, 2001

ORDER TIME : 10:23 AM

ORDER NO. : 147359-015

CUSTOMER NO: 7229360

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-05/14/01--01070--022
***1846.25 ***1846.25

CUSTOMER: Mr. David J. Sundstrom
Sunvest Commercial Properites,
Inc.
Suite 220
120 International Parkway
Lake Mary, FL 32746

DOMESTIC FILING

NAME: SUNVEST PARTNERS OF HEATHROW,
LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

RECEIVED
01 MAY 14 PM 1:00
DIVISION OF CORPORATION

NR 5/15

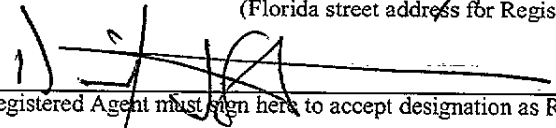
CERTIFICATE OF LIMITED PARTNERSHIP

1. SUNVEST PARTNERS OF HEATHROW, LTA
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 120 International Parkway, Suite 220, Heathrow,
(Business address of Limited Partnership)

3. David J. Sundstrom
(Name of Registered Agent for Service of Process)

4. 120 International Parkway, Suite 220, Heathrow, FL 32746
(Florida street address for Registered Agent)

5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 120 International Parkway, Suite 220, Heathrow, FL 32746
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2075

8. Name(s) of general partner(s): Sunvest Partners of Heathrow, INC.
Street address: 120 International Parkway, Suite 220 Heathrow, FL 32746

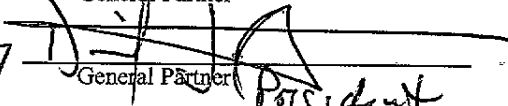
PO BOX 47970

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 8th day of May, 2001.

Signature of all general partners:

Sunvest Partners of Heathrow, Inc.
General Partner

by 
General Partner President

General Partner

General Partner

01 MAY 14 2 11 AM '01
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned constituting all of the general partners of Sunvest Partners
of Heathrow, Ltd.
a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 231,298.15.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 1,150,000.00.

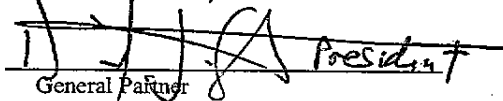
Signed this 8th day of May, 2001.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Sunvest Partners of
Heathrow, Inc.

by

 President
General Partner

General Partner

General Partner

General Partner

General Partner

General Partner