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ACCOUNT NO. : 072100000032

REFERENCE : 164150 4381472

AUTHORIZATION :

COST LIMIT :

148.25

RECEIVED
DEPARTMENT OF STATE
CORPORATIONS
MAY 25 PM 3:12
TO AGENCY EDGE
SUFFICIENCY OF FILING

ORDER DATE : May 25, 2001

ORDER TIME : 12:43 PM

ORDER NO. : 164150-015

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CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel, P.A.

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: EDGEWOOD VILLAS, LTD.

EFFECTIVE DATE: (S)

BK

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2) /
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS: _____

FILED
01 MAY 25 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
EDGEWOOD VILLAS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting all of the general partners of EDGEWOOD VILLAS, LTD. (the "Partnership"), hereby submit the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be EDGEWOOD VILLAS, LTD. (the "Partnership").

2. The initial business address of the Partnership where records shall be kept shall be 1977 Dundee Drive, Winter Park, Florida 32792.

3. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

4. The names and initial business addresses of the General Partners are:

EDGEWOOD VILLAS, INC., a Florida corporation
1977 Dundee Drive
Winter Park, Florida 32792

PROJECT TEAMWORK, INC., a Florida nonprofit corporation
14540 S.W. 136th Street, Suite 202
Miami, Florida 33186

5. The initial mailing address of the limited partnership is Post Office Box 4961, Orlando, Florida 328021-4961.

6. The latest date upon which the Partnership is to dissolve shall be December 31, 2061.

This Certificate has been executed by the undersigned as of the 21st day of May, 2001.

GENERAL PARTNERS:

EDGEWOOD VILLAS, INC., a Florida corporation

By: _____

Shane L. Acevedo, President

PROJECT TEAMWORK, INC., a Florida nonprofit corporation

By: _____

Rick Englert, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for EDGEWOOD VILLAS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By: _____

Janice C. Myers
Janice C. Myers, Vice President

Dated this 24th day of May, 2001.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of EDGEWOOD VILLAS, LTD., and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of EDGEWOOD VILLAS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNERS:

EDGEWOOD VILLAS, INC., a Florida corporation

By: Shane L. Acevedo
Shane L. Acevedo, President

PROJECT TEAMWORK, INC., a Florida nonprofit corporation

By: Rick Englert
Rick Englert, President

Dated this 21st day of May, 2001.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of May, 2001, by Shane L. Acevedo, as President of Edgewood Villas, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.



Barbara E. Willoughby
(Signature of Notary Public)
BARBARA E. WILLOUGHBY
Notary Public, State of Florida
My Comm. expires October 5, 2002
(Typed Name of Notary Public)
Notary Public, State of Florida
Commission No. CC 768333
My commission expires: 10-5-02

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 21st day of May, 2001, by Rick Englert, as President of Project Teamwork, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.



Barbara E. Willoughby
(Signature of Notary Public)

BARBARA E. WILLOUGHBY

Notary Public, State of Florida

My Comm. expires October 5, 2002

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. CC 768333

My commission expires: 10-5-02

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SECRETARY OF STATE