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ACCOUNT NO. : 072100000032

REFERENCE : 454994 4381472

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
01 AUG 31 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 31, 2001

ORDER TIME : 2:45 PM

ORDER NO. : 454994-015

CUSTOMER NO: 4381472

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

400004566514--4
-09/04/01--01002--022
****148.75 ****148.75

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: AVALON POINTE APARTMENTS, LTD.

EFFECTIVE DATE: 

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

BK

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 31 PM 4:00
TO BE FILED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AVALON POINTE APARTMENTS, LTD.**

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

1. The name of the Partnership shall be AVALON POINTE APARTMENTS, 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:

AVALON POINTE APARTMENTS, INC., a Florida corporation
1977 Dundee Drive
Winter Park, Florida 32792 801000686515

PROJECT TEAMWORK, INC., a Florida nonprofit corporation
14540 S.W. 136th Street, Suite 202
Miami, Florida 33186 8194000005306

5. The initial mailing address of the limited partnership is Post Office Box 4961, Orlando, Florida 32802--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 27th day of August, 2001.

GENERAL PARTNERS:

AVALON POINTE APARTMENTS, 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 AVALON POINTE APARTMENTS, 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, Vice President

Dated this 30th day of August, 2001.

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AUG 1 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of AVALON POINTE APARTMENTS, 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 AVALON POINTE APARTMENTS, 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:

AVALON POINTE APARTMENTS, INC., a Florida corporation

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

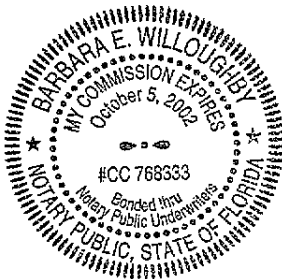
PROJECT TEAMWORK, INC., a Florida nonprofit corporation

By: Rick Englert
Rick Englert, President

Dated this 27th day of August, 2001.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of August, 2001, by **Shane L. Acevedo**, as President of Avalon Pointe Apartments, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.



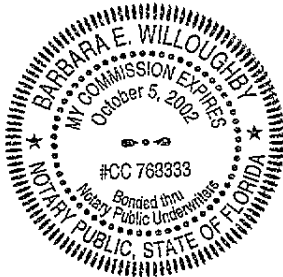
Barbara E. Willoughby
(Signature of Notary Public)

BARBARA E. WILLOUGHBY
Notary Public, State of Florida
(Typed name of Notary Public)
My Comm. expires October 5, 2002
Notary Public, State of Florida
Commission No. CC768333
My commission expires: 10-5-02

Signer is personally
known by this Notary.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 27th day of August, 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)

Signer is personally
known by this Notary.

BARBARA E. WILLOUGHBY
(Typed name of Notary Public)
Notary Public, State of Florida
My Comm. expires October 5, 2002
Comm. No. CC768333
Commission No. _____
My commission expires: 10-5-02

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CLERK OF STATE
TALLAHASSEE, FLORIDA