

A01000001567



FLORIDA PROPERTY
INVESTMENT PARTNERS

*An Acquisition, Development and
Management Company*

November 19, 2001

Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700004693097--3
-11/26/01--01048--014
***140.00 ***140.00

Attention: New Filings Section

RE: FPIP XII, LTD.

Dear Sir/Madam:

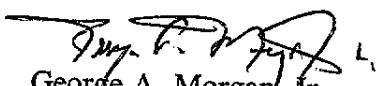
Enclosed for filing are two (2) originals each of the Certificate of Limited Partnership, and Affidavit of Capital Contributions for the above referenced Florida limited partnership. We have checked with the Name Availability Section and have been advised that the above referenced entity name is available. Please file one original of each document and return certified originals to us. Also enclosed is a check in the amount of One Hundred Forty and No/100 Dollars (\$140.00) for the following filing fees:

Minimum Requisite Filing Fee	\$ 52.50
Certified Copy	\$ 52.50
Registered Agent Designation	<u>\$ 35.00</u>
	\$140.00

Thank you for your prompt and courteous attention to this matter. Please contact this office if you have any questions.

Very truly yours,

FLORIDA PROPERTY INVESTMENT PARTNERS, INC.


George A. Morgan, Jr.
President

GAM/dh
Enclosures

A01-1567
OK

FPIP XII, LTD.
A FLORIDA LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

FILED
01 NOV 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.101, et. seq. of the Florida Statutes, hereby states the following:

1. The name of the Partnership is FPIP XII, LTD.
2. The address of the office of the Partnership is 3696 North Federal Highway, Suite #200, Fort Lauderdale, Florida 33308-6262.
3. The name and address of the agent for service of process on the Partnership is GEORGE A. MORGAN, JR., 3696 North Federal Highway, Suite #200, Fort Lauderdale, Florida 33308-6262.
4. The name and business address of the General Partner is as follows:

FLORIDA PROPERTY INVESTMENT PARTNERS, INC.
3696 North Federal Highway
Suite #200
Fort Lauderdale, Florida 33308-6262

L01645

5. The mailing address of the Partnership is 3696 North Federal Highway, Suite #200, Fort Lauderdale, Florida 33308-6262.
6. The latest date upon which the Partnership shall dissolve is November 30, 2031.
7. The total anticipated Capital Contributions to be paid into the Partnership is and shall be FIVE HUNDRED (\$500.00) DOLLARS as follows:

- a. FOUR HUNDRED NINETY-FIVE (\$495.00) DOLLARS to be contributed by the Limited Partners.
- b. FIVE (\$5.00) DOLLARS to be contributed by the ONE (1%) PERCENT General Partner, FLORIDA PROPERTY INVESTMENT PARTNERS, INC.

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 General Partner of FPIP XII, LTD. this 19th day of November, 2001.

FPIP XII, LTD., a Florida limited partnership

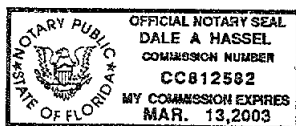
By: FLORIDA PROPERTY INVESTMENT PARTNERS, INC.
General Partner

George A. Morgan Jr.
George A. Morgan Jr.
President

FILED
01 NOV 26 PM 5:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19th day of November, 2001, by GEORGE A. MORGAN, JR., as President of FLORIDA PROPERTY INVESTMENT PARTNERS, INC., a Florida corporation, as General Partner of FPIP XII, LTD., a Florida limited partnership, who is personally known to me.



NOTARY PUBLIC:

Sign: Dale A. Hassel

Print: DALE A. HASSEL
State of Florida at Large

(SEAL)

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for FPIP XII, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: George A. Morgan Jr.
GEORGE A. MORGAN, JR.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of FPIP XII, LTD.

a Florida Limited Partnership, certify:

FILED
01 NOV 26 PM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The amount of capital contributions to date of the limited partners is \$ -0-

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 495.00

Signed this 19th day of November, 2001

FURTHER AFFLIANT 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.

FPIP XII, LTD.

By: FLORIDA PROPERTY INVESTMENT PARTNERS, INC.
GENERAL PARTNER

George A. Morgan, Jr.
President

General Partner

General Partner

General Partner

General Partner

General Partner