

ACCOUNT NO.: 072100000032

REFERENCE : 496178 4342718

AUTHORIZATION:

COST LIMIT: \$ PPD

ORDER DATE: November 29, 2001

ORDER TIME: 11:34 AM

ORDER NO. : 496178-005

CUSTOMER NO: 4342718

CUSTOMER: Mr. Evan R. Batoff

Glenn Rasmussen & Fogarty

Suite 1300

100 South Ashley Drive

Tampa, FL 33602

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-11/29/01--01017--021 ***1785.00 ***1785.00

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=11/29/01--01017--022 *****52.50 *****52.50

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DOMESTIC FILING

NAME:

VIERA LIMITED PARTNERSHIP

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
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:



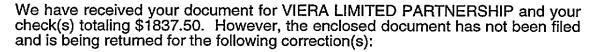
FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 29, 2001

JANNA WILSON CSC

SUBJECT: VIERA LIMITED PARTNERSHIP

Ref. Number: W01000027237



The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

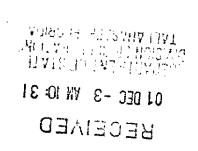
Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges Document Specialist

Letter Number: 701A00063469





CERTIFICATE OF LIMITED PARTNERSHIP

Viera Apartments Limited Partnership

- 1. The name of the limited partnership is: Viera Apartments Limited Partnership
- 2. The mailing address of the limited partnership is as follows:

4300 W. Cypress Street, Suite 1075 Tampa, Florida 33607

3. The address of the registered office of the limited partnership is as follows:

4300 W. Cypress Street, Suite 1075 Tampa, Florida 33607

4. The name and business address of the sole general partner are as follows:

Euro Viera, Inc.
4300 W. Cypress Street, Suite 1075
Tampa, Florida 33607

PCLOUNI 0536

5. The name and address of the registered agent for service of process are as follows:

Ameurco Management, Inc. 4300 W. Cypress Street, Suite 1075 Tampa, Florida 33607

- 6. The limited partnership will be formed and its existence will commence on December 5, 2001.
- 7. The latest date when the limited partnership is to be dissolved is December 31, 2039.

DATE: November 2001.

EURO VIERA, IXC., a Florida corporation, as General Partner

Bruce D. Burdge, Executive Vice President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the limited partnership named above at the place designated in the foregoing Certificate of Limited Partnership, the undersigned accepts the appointment as registered agent and agrees to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accepts, the obligations of registered agent as provided in Chapter 620, Florida Statutes.

DATE: November \$\frac{1}{2001}\$

By:

Bruce D. Burdge, Executive Vice President

Brude D. Burdge, Executive Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned sole general partner of \forall iera Apartments Limited Partnership, a Florida limited partnership, declares the following:

1. The amount of the capital contributions of the limited partners to date is \$0.00.

2.	The total amount that is anticipated to the limited partners is U.S. \$5,200,000.	be contributed to the capital of the limited partnership by
DATE:	November 26, 2001.	
		EURO VIERA, INC.,
		a Florida corporation, as General Partner
		By: AM M

STATE OF FLORIDA) ss:
COUNTY OF HILLSBOROUGH)

Sworn to and subscribed before me this 26 day of November, 2001, by Bruce D. Burdge, as Executive Vice President of Euro Viera, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a Florida driver's license as identification.

Notary Public, State of Florida

Notarial Stamp:

LISA I. CADIEUX
NOTARY PUBLIC- STATE OF FLORIDA
COMMISSION # DD039890
EXPIRES 7/8/2005
BONDED THRU 1-888-NOTARY1

1859-039^LP Certificate - Viera Limited Partnership