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Florida Department of State
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FLORIDA LIMITED PARTNERSHIP

Pointe, Ltd.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	1
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
POINTE, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of POINTE, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

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

2. The address of the initial office where records shall be kept shall be 5505 N. Atlantic Avenue, #115, Cocoa Beach, Florida 32931. 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.

3. The name and initial business address of the General Partner is:

HERITAGE PARTNERS GROUP XXIV, INC., a Florida corporation
5505 N. Atlantic Avenue, #115
Cocoa Beach, Florida 32931

The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.

4. The latest date upon which the Partnership is to dissolve shall be December 31, 2062.

This Certificate has been executed by the undersigned as of the 15th day of January, 2002.

GENERAL PARTNER:

HERITAGE PARTNERS GROUP XXIV, INC.,
a Florida corporation

By: 
Jacqueline McPhillips, President

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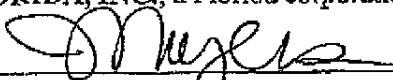
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for POINTE, 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 §620.192, Florida Statutes.

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

By: _____


Janice C. Myers,
Vice President

Dated this 18th day of January, 2002.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of POINTE, 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 POINTE, 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 PARTNER:

HERITAGE PARTNERS GROUP XXIV, INC.
a Florida limited liability company

By: 

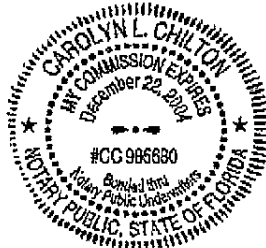
Jacqueline McPhillips
President

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TALLAHASSEE, FLORIDA
02 JAN 18

Dated this 15th day of January, 2002.

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 15th day of January, 2002, by Jacqueline McPhillips, as President of Heritage Partners Group XXIV, Inc. She is personally known to me or has produced _____ as identification and who did/did not take an oath.




(Signature of Notary Public)

CAROLYN L. CHILTON

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. CC 985680

My commission expires: 12/22/04