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January 2, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Via Federal Express (850) 488-9000

Re: Filing of Village At Town Center II Limited Partnership

Dear Sir:

Enclosed for filing are the following:

4000004749504--5
-01/03/02--01009--015
***1863.75 ***1863.75

A. Domestication of Administrative General Partner of Village At Town Center II Limited Partnership.

1. Application By Foreign Corporation For Authorization To Transact Business in Florida.
2. Certificate of Good Standing of Brown VTC II, Inc., a Maryland corporation.
3. My firm check in the amount of \$192.50 for:
 - a. \$35.00 Registration Fee.
 - b. \$35.00 Registered Agent Designation.
 - c. \$105.00 Certified copies (2).
 - d. \$17.50 Certificate of Status (2).

B. Register General Partner of Village at Town Center II Limited Partnership.

1. Partnership Registration Statement w/Affidavit of Capital Contribution.
2. Copy of Village Partners, a Florida general partnership Certificate No. GP9800001039.
3. My firm check in the amount of \$1863.75 for:
 - a. \$1750.00 Filing Fee.
 - b. \$35.00 Registered Agent Designation.
 - c. \$52.50 Certified copy.
 - d. \$26.25 Certificate of Status (3).

FILED
2002 MAR 19 PM 1:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FL DEPT. STAT. LTR (01R957) The courts shall be open to every person for redress of any injury, and justice shall be administered without sale, denial or delay."

Article I, § 21 - Florida Constitution



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 14, 2002

ANDREW R. REILLY
ANDREW R. REILLY & ASSOCIATES
95 S 10TH ST
HAINES CITY, FL 33844

SUBJECT: VILLAGE AT TOWN CENTER II LIMITED PARTNERSHIP
Ref. Number: W02000001028

We have received your document for VILLAGE AT TOWN CENTER II LIMITED PARTNERSHIP and your check(s) totaling \$1863.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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

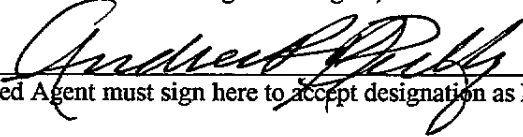
If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 402A00001781

FILED
2002 FEB 19 PM 1:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

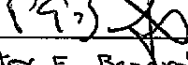
1. VILLAGE AT TOWN CENTER II LIMITED PARTNERSHIP
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd." or "Limited Partnership")
2. 5728 Major Blvd., Suite 309, Orlando, FL 32819
(The Business Address of the Partnership)
3. ANDREW R. REILLY
(Name of Registered Agent for Service Of Process)
4. 95 South 10th Street, Post Office Box 2039, Haines City, FL 33845
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process.)
6. 5728 Major Blvd., Suite 309, Orlando, FL 32819
(The Mailing Address of the Limited Partnership)
7. The latest update upon which the Limited Partnership is to be dissolved is December 31, 2051.
8.

NAME OF GENERAL PARTNER(S)	SPECIFIC ADDRESS
<u>BROWN VTC II, INC.,</u> an Administrative General Partner	<u>225 East Redwood Street</u> <u>Baltimore, MD 21202</u>
<u>Village Partners, a Florida general partnership</u> Managing General Partner	<u>5728 Major Blvd., Suite 309</u> <u>Orlando, Florida 32819</u>

Signed this 13th day of December, 2001.

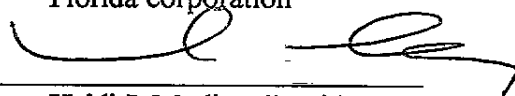
Signature of all general partners:

BROWN VTC II, INC. a
Maryland corporation.
Administrative General Partner

By: 
Peter E. Bandcroft
Vice President

VILLAGE PARTNERS, a Florida
general partnership
Managing General Partner

By: Investors Realty, Ltd., Inc., a
Florida corporation

By: 
Heidi J. Marling, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of **VILLAGE AT TOWN CENTER II LIMITED PARTNERSHIP**, a Florida limited partnership, certify as follows:

The amount of capital contribution 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 \$ 3,000,000.

This 13 day of December, 2001.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

**Brown VTC II, Inc., a
Maryland corporation
Administrative General Partner**

By: P. E. Bancroft
Peter E. Bancroft
Vice President

**VILLAGE PARTNERS, a Florida
general partner
Managing General Partner**

By: Investors Realty, Ltd., Inc., a
Florida corporation

By: Heidi J. Marling
Heidi J. Marling, President