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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

G.L. - Hardy, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
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DL
5/22/2002

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CERTIFICATE OF LIMITED PARTNERSHIP

This Certificate of Limited Partnership of **G.L. - HARDY, LTD.**, a Florida limited partnership, is made by **G.L. HOMES OF NAPLES ASSOCIATES II, LTD.**, a Florida limited partnership ("General Partner"); and **RPH OF NAPLES, INC.**, a Florida corporation ("Limited Partner"); the General Partner and the Limited Partner being sometimes hereinafter collectively referred to as the "Partners".

WHEREAS, General Partner and Limited Partner have executed a Limited Partnership Agreement (the "Limited Partnership Agreement") in furtherance of their desire to form a Florida limited partnership to be known as **G.L. - HARDY, LTD.** (the "Partnership"); and

WHEREAS, General Partner desires to form the Partnership by executing this Certificate of Limited Partnership in duplicate and filing an original hereof with the Department of State of the State of Florida;

NOW, THEREFORE, the undersigned hereby certifies that:

1. Name. The name of the Partnership is **G.L. - HARDY, LTD.**
2. Office. The address of the Partnership's office is 1401 University Drive, Suite 200, Coral Springs, Florida 33071.
3. Statutory Agent. The name and address of the agent of the Partnership for service of process required to be maintained by §620.105 of the Florida Statutes is Mark F. Grant, Esq., Ruden, McClosky, Smith, Schuster & Russell, P.A., 200 East Broward Boulevard, Fort Lauderdale, Florida 33302.
4. General Partner. The name and business address of the sole General Partner is G.L. Homes of Naples Associates II, Ltd., 1401 University Drive, Suite 200, Coral Springs, Florida 33071. *A02-415*
5. Mailing Address. The mailing address for the Partnership is 1401 University Drive, Suite 200, Coral Springs, Florida 33071.
6. Dissolution. The latest date upon which the Partnership is to be terminated and dissolved is the last day of December, 2050.

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IN WITNESS WHEREOF, the necessary party hereto has executed this Certificate as of the day and year first above written, and has sworn to the above Certificate.

GENERAL PARTNER:

G.L. HOMES OF NAPLES ASSOCIATES II,
LTD., a Florida limited partnership

By: G.L. HOMES OF NAPLES II
CORPORATION, a Florida
corporation

By: [Signature] Vice President
Alan Fant, as Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 23 AM 9:16

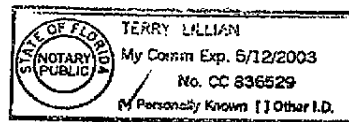
FILED

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was sworn to and subscribed before me this 19th day of April, 2002, by Alan Fant, in his capacity as Vice President of G.L. Homes of Naples II Corporation, a Florida corporation, the general partner of G.L. Homes of Naples Associates II, Ltd., a Florida limited partnership, who is personally known to me.

[Signature]
NOTARY PUBLIC

TERRY LILLIAN
TYPED, PRINTED OR STAMPED NAME



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF COLLIER

G.L. Homes of Naples Associates II, Ltd., by and through its Vice President, Alan Fant, being sworn, upon his oath deposes and says:

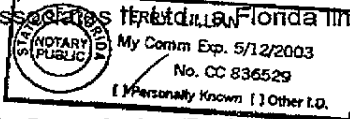
1. G.L. HOMES OF NAPLES ASSOCIATES II, LTD., is the General Partner of HARDY, LTD., a Florida limited partnership, according to that certain Limited Partnership Agreement by and between G.L. HOMES OF NAPLES ASSOCIATES II, LTD. and G.L. HOMES OF NAPLES, INC., a Florida corporation, the Limited Partner.
2. This affidavit is being made in accordance with §620.108(1) of the Florida Statutes.
3. The total amount of capital contributions anticipated to be contributed by the Limited Partner is \$13,700,000.00.

G.L. HOMES OF NAPLES ASSOCIATES II,
LTD., a Florida limited partnership

By: G.L. HOMES OF NAPLES II CORPORATION,
a Florida corporation

By: [Signature], Vice President
Alan Fant, Vice President

The foregoing instrument was sworn to and subscribed before me this 19th day of April, 2002, by Alan Fant, in his capacity as Vice President of G.L. Homes of Naples II Corporation, a Florida corporation, the general partner of G.L. Homes of Naples Associates II, LTD., a Florida limited partnership, who is personally known to me.



My Commission Expires:

Notary Public

Print Name: TERRY LILLIAN

The Registered Agent of G.L.-Hardy, Ltd. hereby acknowledges its acceptance of the foregoing Affidavit.

RUDEN, McCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

By: [Signature]

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