

PH: (850) 668-4318 FX: (850) 668-3398

P.O. BOX 10662 TALLAHASSEE, FL 32302
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CATHY'S POINTE, LTD.**

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

1. The name of the Partnership shall be CATHY'S POINTE, LTD. (the "Partnership").
2. The initial business and mailing address of the Partnership where records shall be kept shall be 585 North Courtenay Parkway, Suite 101, Merritt Island, Florida 32953.
3. The name and address of the initial registered agent for service of process is T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
4. The name and initial business address of the General Partner is:

CATHY'S POINTE, LLC, a Florida limited liability company
585 North Courtenay Parkway, Suite 101
Merritt Island, Florida 32953.
5. 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 7th day of August, 2002.

GENERAL PARTNER:

CATHY'S POINTE, LLC, a Florida limited liability company

By: Merritt Housing GP, LLC, a Florida limited liability company, its sole member

By: 
Donald Pace, Member

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ALLAHASSEE FLORIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for CATHY'S 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 Section 620.912, Florida Statutes.

CT CORPORATION SYSTEM, a Florida
corporation

By: 
Name: PETER F. SOUZA
Title: ASSISTANT SECRETARY

Dated this 5th day of August, 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of CATHY'S 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 CATHY'S POINTE, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

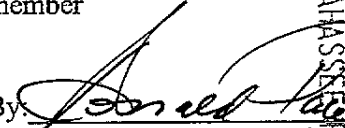
The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

CATHY'S POINTE, LLC, a Florida limited liability company


By: Merritt Housing GP, LLC, a Florida limited liability company, its sole member

By: 
Donald Pace, Member

Dated this ____ day of August, 2002.

STATE OF FLORIDA
COUNTY OF Brevard

The foregoing instrument was acknowledged before me this ____ day of August, 2002, by Donald Pace, as Member of Merritt Housing GP, LLC, a Florida limited liability company, as sole member of Cathy's Pointe, LLC, a Florida limited liability company. He is personally known to me or has produced n/a as identification and who did/did not take an oath.


(Signature of Notary Public)

Cathy Dixon
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires _____

