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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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FLORIDA LIMITED PARTNERSHIP

The Palms at Lake Tulane Limited Partnership

Certificate of Status	1
Certified Copy	0
Page Count	03
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE PALMS AT LAKE TULANE LIMITED PARTNERSHIP**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of THE PALMS AT LAKE TULANE LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be THE PALMS AT LAKE TULANE LIMITED PARTNERSHIP.

2. The address of the initial office where records shall be kept shall be 3131 Clark Road, Suite 203, Sarasota, Florida 34231. 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 names and initial business addresses of the General Partner(s) are:

BL BENEFICIAL HOLDINGS, LLC
a Florida limited liability company
3131 Clark Road, Suite 203
Sarasota, Florida 34231

LO4-20277

4. The initial mailing address of the limited partnership is 3131 Clark Road, Suite 203, Sarasota, Florida 34231.

5. The latest date upon which the Partnership is to dissolve shall be March 31, 2004.

This Certificate has been executed by the undersigned as of the 11 day of March, 2004.

GENERAL PARTNER:

BL BENEFICIAL HOLDINGS, LLC
a Florida limited liability company

By: 
Donald W. Paxton, Member

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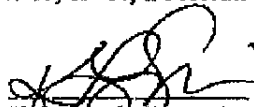
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for THE PALMS AT LAKE TULANE LIMITED PARTNERSHIP, 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.

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

By: 
Kristi L. Sullivan, Vice President

Dated this 15th day of March, 2004.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of THE PALMS AT LAKE TULANE LIMITED PARTNERSHIP, and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of THE PALMS AT LAKE TULANE LIMITED PARTNERSHIP 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:

BL BENEFICIAL HOLDINGS, LLC
a Florida limited liability company

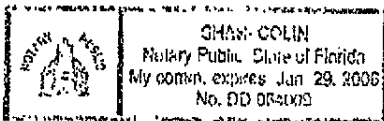
By: 
Donald W. Paxton, Member

Dated this 10th day of March, 2004.

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 10th day of March, 2004, by Donald W. Paxton, as a Member of BL Beneficial Holdings, LLC, a Florida limited liability company, as general partner of The Palms at Lake Tulane Limited Partnership, a Florida limited partnership. He is personally known to me or has produced FL Drivers License as identification and who did/did not take an oath.

Shari Colia
(Signature of Notary Public)
Shari Colia
(Typed or printed name of Notary Public)
Notary Public, State of Florida
Commission No. 00064009
My commission expires: 1-29-2006



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