

Sent by: STEARNS HEAVER

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850) 203-0383

From:

Account Name : STEARNS HEAVER MILLER, ET AL.  
Account Number : 076077002504  
Phone : (305) 789-3200  
Fax Number : (305) 789-3395

FLORIDA LIMITED PARTNERSHIP

The Fountains at Countryside Investors, Ltd.

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
| Page Count            | 03       |
| Estimated Charge      | \$148.75 |

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE FOUNTAINS AT COUNTRYSIDE INVESTORS, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partner of THE FOUNTAINS AT COUNTRYSIDE INVESTORS, LTD., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:  
The Fountains at Countryside Investors, Ltd.
2. The office and principal place of business for the Partnership currently is:  
101 East Kennedy Boulevard, Suite 3300  
Tampa, Florida 33602
3. The name and address of the agent for service of process on the Partnership are:  
Brian J. McDonough  
2200 Museum Tower  
150 West Flagler Street  
Miami, Florida 33130
4. The name and address of the General Partner of the Partnership is:  
The Fountains at Countryside Partners, LLC  
101 East Kennedy Boulevard, Suite 3300  
Tampa, Florida 33602
5. The mailing address of the Partnership is:  
101 East Kennedy Boulevard, Suite 3300  
Tampa, Florida 33602
6. The latest date upon which the Partnership shall dissolve is December 31, 2054.

Filed by: J. Garstenfeld, Corp. Legal Asst.  
Stearns Weaver Miller Weissler, et al.  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
T: 305-789-3545/F: 305-789-3395

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: July 23, 2004

THE FOUNTAINS AT COUNTRYSIDE  
PARTNERS, LLC, a Florida limited liability  
company, General Partner

By: Atlantic American Realty Group, LLC, a  
Delaware limited liability company, its sole  
member

By: [Signature]  
Name: ROBERT MBEYRA  
Title: CO-CHAIRMAN

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Brian J. McDonough hereby accepts his appointment as registered agent for The Fountains at Countryside Investors, Ltd., a Florida limited partnership, and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 620.105.

DATED: July 23, 2004

[Signature]  
Brian J. McDonough, Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF HILLSBOROUGH )

**ROBERT**

BEFORE ME, the undersigned authority, personally appeared ROBERT MOREYER as Co-Chairman of Atlantic American Realty Group, LLC, a Delaware limited liability company, the sole member of The Fountains at Countryside Partners, LLC, a Florida limited liability company, as General Partner of The Fountains at Countryside Investors, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99,99.
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

DATED: July 23, 2004

THE FOUNTAINS AT COUNTRYSIDE  
PARTNERS, LLC, a Florida limited liability  
company, General Partner

By: Atlantic American Realty Group, LLC, a  
Delaware limited liability company, its sole  
member

By: [Signature]  
Name: ROBERT MOREYER  
Title: CO-CHAIRMAN

The foregoing instrument was acknowledged before me this 23 day of July, 2004, by Robert Moreyer as Co-Chairman of Atlantic American Realty Group, LLC, a Delaware limited liability company, the sole member of The Fountains at Countryside Partners, LLC, a Florida limited liability company, as General Partner of The Fountains at Countryside Investors, Ltd., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

[Signature]  
Print or Stamp Name: **LILLIAN TRAMONTANO**  
Notary Public, State of Florida at Large  
Commission No.:  
My Commission Expires:

