

A 05000000031

Jan-03-2005 11:41p

RUDEN MCCLOSKEY

P.001/001 F-4

Florida Department of State
Division of Corporations
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From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
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*To be filed simultaneously
with H050000005923, GP
OHC MANAGEMENT INC.*

FLORIDA LIMITED PARTNERSHIP

Mayfair at Lawnwood, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAYFAIR AT LAWNWOOD, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Florida Department of State this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is Mayfair at Lawnwood, Ltd. (the "Partnership").

2. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Florida Revised Uniform Limited Partnership Act (1985) (the "Act") are, Harry Levy, 6400 Congress Avenue, Suite 2000, Boca Raton, Florida 33487.

3. The address of the office in the State of Florida at which the records of the Partnership required to be maintained by Section 620.105 of the Act will be kept is 6400 Congress Avenue, Suite 2000, Boca Raton, Florida 33487.

4. The name and business address of the General Partner of the Partnership are OHC Management Inc., 6400 Congress Avenue, Suite 2000, Boca Raton, Florida 33487. *POS-809*

5. A mailing address for the Partnership is 6400 Congress Avenue, Suite 2000, Boca Raton, Florida 33487.

6. The latest date upon which the Partnership is to dissolve is thirty (30) years following the filing of this Certificate of Limited Partnership, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

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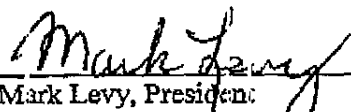
IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of Mayfair at Lawnwood, Ltd., this 31st day of December, 2004, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

OHC MANAGEMENT INC.

By:


Mark Levy, President

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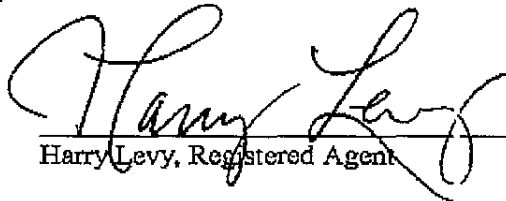
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph two of the Certificate of Limited Partnership of Mayfair at Lawnwood, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership Act (1986).

DATED: December 31, 2004.


Harry Levy, Registered Agent

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
MAYFAIR AT LAWNWOOD, LTD.**

The undersigned, being the General Partner of Mayfair at Lawnwood, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' initial contributions of cash and property to the Partnership have a value of \$300,000.00. Additional capital contributions of up to \$4,100,000.00 are anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Department of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

OHC MANAGEMENT INC.

By: Mark Levy

Mark Levy, President

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