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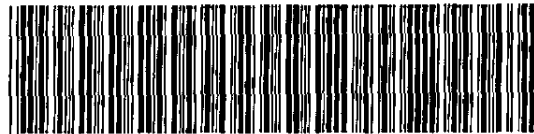
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TALLAHASSEE, FLORIDA
STATE

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COLLEGE LAND IN HUNTSVILLE, LTD.
(Name of Limited Partnership)

Dear Sir or Madam:

The enclosed Certificate of Limited Partnership, Affidavit of Capital Contributions and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tom PROCTOR, JR.

(Name of Person)

UNIVERSITY CLUB DEVELOPMENT CORP.

(Firm/Company)

2065 THOMASVILLE RD.

(Address)

TALLAHASSEE FL 32308

(City/State and Zip Code)

For further information concerning this matter, please call:

Tom PROCTOR, JR.

(Name of Person)

at (850) 878-0852 ext. 102

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

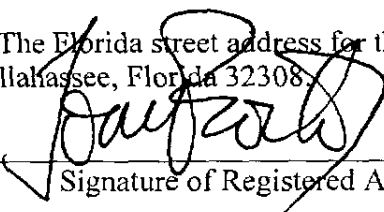
MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
COLLEGE LAND IN HUNTSVILLE, LTD.
A Florida Limited Partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Limited Partnership Act as set forth in Section 620.101 of the Florida Statutes, hereby states the following:

1. The name of the Limited Partnership is College Land in Huntsville, Ltd. (the "Partnership").
2. The business and mailing address of the Partnership are 2065 Thomasville Road, Tallahassee, Florida 32308.
3. The name of the Registered Agent for service of process on the Partnership is Thomas C. Proctor, Jr.
4. The Florida street address for the Registered Agent is 2065 Thomasville Road, Tallahassee, Florida 32308.
5. 
Signature of Registered Agent
6. The latest date upon which the Partnership is to be dissolved is September 1, 2055.
7. The name and the street address of the General Partner are:

University Club Development Corporation
2065 Thomasville Road
Tallahassee, Florida 32308

Execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of COLLEGE LAND IN HUNTSVILLE, LTD., this 7 day of September, 2005.

UNIVERSITY CLUB DEVELOPMENT CORPORATION,
A Florida Corporation

By: 

Thomas C. Proctor, Jr., President

05 SEP - 7 AM 9:47
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TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
COLLEGE LAND IN HUNTSVILLE, LTD.
A Florida Limited Partnership**

The undersigned, being the General Partner of **College Land in Huntsville, Ltd.**, a Florida Limited partnership (the "Partnership"), certifies:

1. The amount of capital contributions to date of the Limited Partners is \$100.00.
2. Additional capital contributions anticipated to be contributed by the Limited Partners is \$530,000.00.

FURTHER AFFIANT SAYETH NOT.

Execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Affidavit of Capital Contributions has been executed by the General Partner of COLLEGE LAND IN HUNTSVILLE, LTD., this 7 day of September, 2005.

UNIVERSITY CLUB DEVELOPMENT CORPORATION
A Florida Corporation

By: _____

Thomas C. Proctor, Jr. President