



THE UNITED STATES
CORPORATION
COMPANY

A92000000048

ACCOUNT NO. : 072100000032

REFERENCE : 732207 4381472

AUTHORIZATION :

COST LIMIT : \$PREPAID

ORDER DATE : March 6, 1998

ORDER TIME : 3:04 PM

ORDER NO. : 732207-010

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 PM 4:23

DOMESTIC AMENDMENT FILING

700002453397--11

-03/11/98--01002--011

***1750.00 ***1750.00

NAME: SMUGGLERS COVE PARTNERS, LTD.

EFFECTIVE DATE:

XX SUPPLEMENTAL AFFIDAVIT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS: _____

BK 3/6/98

11

LP-1,750.00
CORAPCONCH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 PM 4:23

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of SMUGGLERS COVE PARTNERS, LTD., a Florida limited partnership, executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

The actual amount of capital contributions of the Limited Partner has exceeded the originally anticipated amount of capital contributions. The sum of \$1,000.00 has already been contributed by the Limited Partners, and an additional \$1,300,800.00 is anticipated. Therefore, the total capital contributions on record will be \$1,301,800.00.

This Supplemental Affidavit is executed this 4th day of March, 1998.

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

SMUGGLERS COVE PARTNERS, LTD., a Florida limited partnership

By: Heritage Partners Group, Inc., a Florida corporation, its general partner

By: Michael McPhillips
Michael Jacqueline McPhillips
Vice President

By: Neal F. Harding, individually, its general partner

By: Affordable Housing Solutions for Florida, Inc., a Florida not-for-profit corporation

By: Barry G. Halman
Barry G. Halman
Executive Director

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ **BREVARD**

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Michael Vice, as President of Heritage Partners Group, Inc., a Florida corporation, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Supplemental Affidavit as President of Heritage Partners Group, Inc., a Florida corporation, as a general partner of Smugglers Cove Partners, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of March, 1998.



ALISON KERR-HULL COLVARD
COMMISSION # CC617945
EXPIRES FEB 02, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

Alison Kerr-Hull Colvard
Notary Public
State of Florida at Large
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Neal F. Harding, individually, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit individually as a general partner of Smugglers Cove Partners, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this ____ day of March, 1998.

Notary Public
State of Florida at Large
My Commission Expires:

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Barry G. Haiman, as Executive Director of Affordable Housing Solutions for Florida, Inc., a Florida corporation, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit as Executive Director of Affordable Housing Solutions for Florida, Inc., a Florida corporation, as a general partner of Smugglers Cove Partners, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this ____ day of March, 1998.

Notary Public
State of Florida at Large
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 PM 4:23

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of **SMUGGLERS COVE PARTNERS, LTD.**, a Florida limited partnership, executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

The actual amount of capital contributions of the Limited Partner has exceeded the originally anticipated amount of capital contributions. The sum of \$1,000.00 has already been contributed by the Limited Partners, and an additional \$1,300,800.00 is anticipated. Therefore, the total capital contributions on record will be \$1,301,800.00.

This Supplemental Affidavit is executed this 4th day of March, 1998.

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

SMUGGLERS COVE PARTNERS, LTD., a Florida limited partnership

By: Heritage Partners Group, Inc., a Florida corporation, its general partner

By: _____
Jacqueline McPhillips
President

By: Neal F. Harding, individually, its general partner

By: Affordable Housing Solutions for Florida, Inc., a Florida not-for-profit corporation

By: Barry G. Haiman
Barry G. Haiman
Executive Director

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Jacqueline McPhillips, as President of Heritage Partners Group, Inc., a Florida corporation, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Supplemental Affidavit as President of Heritage Partners Group, Inc., a Florida corporation, as a general partner of Smugglers Cove Partners, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this ____ day of March, 1998.

Notary Public
State of Florida at Large
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Neal F. Harding, individually, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit individually as a general partner of Smugglers Cove Partners, Ltd., a Florida limited partnership.

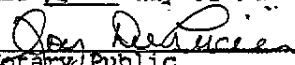
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this ____ day of March, 1998.

Notary Public
State of Florida at Large
My Commission Expires:

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Barry G. Haiman, as Executive Director of Affordable Housing Solutions for Florida, Inc., a Florida corporation, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit as Executive Director of Affordable Housing Solutions for Florida, Inc., a Florida corporation, as a general partner of Smugglers Cove Partners, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of March, 1998.



Notary Public
State of Florida at Large
My Commission Expires:



SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of SMUGGLERS COVE PARTNERS, LTD., a Florida limited partnership, executes this supplemental affidavit and files the same with the Florida Department of State pursuant to Section 620.112, Florida Statutes.

The actual amount of capital contributions of the Limited Partner has exceeded the originally anticipated amount of capital contributions. The sum of \$1,000.00 has already been contributed by the Limited Partners, and an additional \$1,300,800.00 is anticipated. Therefore, the total capital contributions on record will be \$1,301,800.00.

This Supplemental Affidavit is executed this _____ day of March, 1998.

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

SMUGGLERS COVE PARTNERS, LTD., a Florida limited partnership

By: Heritage Partners Group, Inc., a Florida corporation, its general partner

By: _____
Jacqueline McPhillips
President

By: Neal F. Harding, individually, its general partner

By: _____
Affordable Housing Solutions for Florida, Inc., a Florida not-for-profit corporation

By: _____
Barry G. Halman
Executive Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 4:23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 PM 4:23

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Jacqueline McPhillips, as President of Heritage Partners Group, Inc., a Florida corporation, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Supplemental Affidavit as President of Heritage Partners Group, Inc., a Florida corporation, as a general partner of Smugglers Cove Partners, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this ____ day of March, 1998.

Notary Public
State of Florida at Large
My Commission Expires:

Kentucky
STATE OF ~~FLORIDA~~
COUNTY OF ORANGE *Jefferson*

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Neal F. Harding, individually, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit individually as a general partner of Smugglers Cove Partners, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this *5th* day of March, 1998.

Phyllis Broughton
Notary Public *KY*
State of ~~Florida~~ at Large
My Commission Expires: *7-22-2001*

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Barry G. Haiman, as Executive Director of Affordable Housing Solutions for Florida, Inc., a Florida corporation, known to me and known to me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Supplemental Affidavit as Executive Director of Affordable Housing Solutions for Florida, Inc., a Florida corporation, as a general partner of Smugglers Cove Partners, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this ____ day of March, 1998.

Notary Public
State of Florida at Large
My Commission Expires: