

A93000001311

INFANTINO AND BERMAN
ATTORNEYS AT LAW

Suite 7
180 South Knowles Avenue
Winter Park, Florida
32789

Tel (407) 644-4673
Fax (407) 644-4128

Jed Berman
Thomas V. Infantino

Patrick A. Raley
James W. Kline
David W. Dalton

Mailing Address:
P.O. Drawer 30
Winter Park, Florida
32790-0030

March 12, 1998

VIA UPS NEXT DAY AIR

Mr. Buck Kohr
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/16/98--01019--019
****105.00 5250

Re: Hancock Village Associates, Ltd.
Your Reference No. A93000001311

Dear Mr. Kohr.

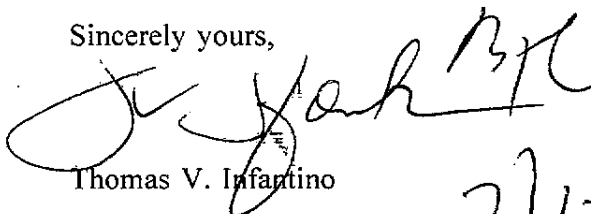
I am enclosing the following documents with respect to the above:

1. AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP FOR HANCOCK VILLAGE ASSOCIATES, LTD. ("HVA") in duplicate;
2. Supplemental Affidavit for HVA; and
3. Registered Agent Acceptance of Appointment.

Please process these documents and return a certified copy. If additional information or costs are needed please call collect to (407) 644-4673 to the undersigned and advise accordingly.

Thank you in advance for your assistance in this filing.

Sincerely yours,


Thomas V. Infantino

3/13/98

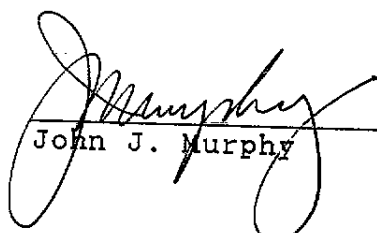
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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~~Supplemental~~ Supplemental affidavit

COMES NOW BEFORE ME, the undersigned authority, JOHN J. MURPHY, President of Southern Apartment Specialists, Inc., a Florida corporation, the General Partner of HANCOCK VILLAGE ASSOCIATES, LTD., a Florida limited partnership, who being duly cautioned and sworn, deposes and says:

1. That he is the President of Southern Apartment Specialists, Inc.
2. That Southern Apartment Specialists, Inc. is the General Partner of HANCOCK VILLAGE ASSOCIATES, LTD.
3. That the amount of capital contribution is \$400,000.00 plus \$2,000.00 amount of capital attributed to general partner.
4. Additional limited partners are not anticipated nor are further contributions anticipated at this time.
5. That this affidavit is given to induce the Florida Department of State, Secretary of State to accept for filing the AFFIDAVIT AND AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF HANCOCK VILLAGE ASSOCIATES, LTD.

FURTHER AFFIANT SAYETH NOT.


John J. Murphy

Sworn to and subscribed before me
this 16th day of ~~January~~ February, 1996.


Notary Public - State of Florida

Affiant is personally known to me.
My Commission Expires:



"OFFICIAL SEAL"
Thomas V. Infantino, II
My Commission Expires 8/11/96
Commission #CC 221312

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SECRETARY OF STATE
DIVISION OF CORPORATIONS