

First Union Financial Center
200 S. Biscayne Blvd., Suite 2730
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Northwestern
Mutual Life

REAL ESTATE INVESTMENT OFFICE

Pamela A. Knox, Regional Manager

January 18, 1997
A94000000191

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

ATTN: REGISTRATION SECTION

Dear Sir/Madam:

RE: Arbor Oaks, Ltd.

Attached please find the following executed enclosures:

1. Application By Foreign Corporation For Authorization to Transact Business in Florida and check in the amount of \$35.00 for the filing fee; ✓
2. Amended and Restated Certificate of Limited Partnership of Arbor Oaks, Ltd. and check in the amount of \$52.50 for the filing fee; and, ✓
3. Annual Report for Arbor Oaks, Ltd. and a check in the amount of \$437.50 for the filing fee. ✓

If you have any questions in connection with the enclosures, please call Attorney Paul McElwee at 414-299-7360.

Yours truly,

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2/18*
Pamela A. Knox (c.c.)
Pamela A. Knox
Regional Manager

*A-R-filed 1st
LPAR-filed 2nd*

FILING	52.50
C. COPY	✓
R. AGENT	✓
TOTAL	52.50
ENCLOS.	✓
RECORD	✓

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Mutual Life®**

REAL ESTATE INVESTMENT OFFICE

Pamela A. Knox, Regional Manager

January 21, 1997

Brenda Tadlock
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

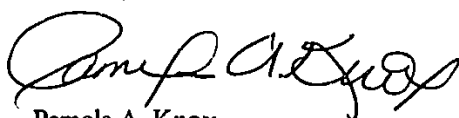
RE: Arbor Oaks Ltd.

Dear Ms. Tadlock:

Related to our filing of the Amended and Restated Certificate of Limited Partnership of Arbor Oaks Ltd. you have indicated that an additional supplemental fee for filing the annual report in the amount of \$103.75 is required. Accordingly, I am enclosing our check #1848 in the amount of \$103.75 for processing. You have also indicated that going forward, the annual fee that would be paid for filing will be the maximum amount allowed, currently set at \$541.25 and that no other recording or filing fees would be incurred.

I appreciate you answering my questions today and will look forward to hearing back from Doug Dickinson with regard to his approval of RE Corp. Should you have any further questions, please do not hesitate to contact me.

Best Regards,



Pamela A. Knox
Regional Manager

PAK:ed

cc: Paul McElwee

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF ARBOR OAKS LTD.
a Florida limited partnership

This is an Amendment and Restatement of the Certificate of Limited Partnership of Arbor Oaks Ltd. , and is filed pursuant to Section 620.109, Florida Statutes. The original Certificate of Limited Partnership of this limited partnership which was filed on February 16, 1994, is hereby Amended and Restated as follows:

The undersigned general partner desiring to form a limited partnership pursuant to *Florida Revised Uniform Partnership Act* as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is Arbor Oaks Ltd.
(the "Partnership").
2. The address of the office of the Partnership is 720 East Wisconsin Avenue, Milwaukee, WI 53202, Attn: Real Estate Department.
3. The address of the office and the name and address of the agent for service of process on the Partnership is Broad and Cassel, 7777 Glades Road, Suite 300, Boca Raton, FL 33434 Attn: Jeffrey A. Deutch.
4. The name and address of the sole general partner is as follows:

RE Corp., a Delaware Corporation
c/o The Northwestern Mutual Life Insurance Company
200 South Biscayne Boulevard, Suite 2730
Miami, Florida 33131-2360
Attn: Pamela A. Knox
5. The mailing address of the Partnership is :

RE Corp.
c/o The Northwestern Mutual Life Insurance Company
200 South Biscayne Boulevard, Suite 2730
Miami, Florida 33131-2360
Attn: Pamela A. Knox
6. The latest date upon which the Partnership will dissolve is December 31, 2016.

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FILED

The 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 Amended and Restated Certificate of Limited Partnership has been duly executed by the sole General Partner of Arbor Oaks, Ltd., as of this 20th day of December, 1996.

NEW GENERAL PARTNER:

RE. CORP., a Delaware corporation

By: Carson D. Keyes
Carson D. Keyes, President

CEM

FORMER GENERAL PARTNER:

Altman Development Corporation

By: Jared H.
President