

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1-800-142-8062
FAX (904) 222-1222

RE: The Outlook at Paddock
Park, Md.

NAME _____
FIRM _____
ADDRESS _____
A95000000/04

State Fee \$ _____ Our \$ _____

C.C. FEE.		DISBURSED
00104		
Applicant's Name		
Inc. File		
Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement	600004 383796	
Reg. Agent Service	-01/25/95--01009--044	
Document Filing	***1837.50 ***1837.50	
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX ()		
pgs.		

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

TX
3,500.00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

Name	11/19/95
Availability	OK
Document	DOC
Reviewer	100
File #	?
File #	DOC
W. P. Ventner	DOC

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	_____	_____	_____

WALK-IN
Will Pick Up _____

**CERTIFICATE OF LIMITED PARTNERSHIP FOR
THE OVERLOOK AT PADDOCK PARK, LTD.**

The undersigned pursuant to the Florida Revised Uniform Limited Partnership Act, adopts and swears to the following certificate for the formation of such limited partnership:

FIRST The name of the limited partnership is The Overlook at Paddock, Ltd

SECOND The address of the office of the limited partnership is 2265 Park Village Place, Apopka, Florida 32712, and the mailing address of the limited partnership is the same as said office address.

THIRD: The address of the registered office in the State of Florida is 2265 Park Village Place, Apopka, Florida 32712. The name of the registered agent at such address is Mel La Vergne.

FOURTH: The name of the business address of each General Partner is as follows:

Ocala Apartment Developers, Inc.
Attn: Mel La Vergne, President
2265 Park Village Place
Apopka, Florida 32712

FIFTH: The term for which the partnership is to exist is until October 1, 2014, unless sooner terminated by law or under the provisions of the limited partnership agreement.

The undersigned has executed this Certificate as of the 13th day of JANUARY 1995.

General Partner:
Ocala Apartment Developers, Inc.

By: Mel La Vergne
Mel La Vergne, President

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above-stated limited partnership, at the place designated in this Certificate, I hereby accept to act in this capacity.

Mel La Vergne

Date:

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of The Overlook at Paddock Park, Ltd., a Florida limited partnership, certifies as follows:

1. That Ocala Apartment Developers, Inc., a Florida corporation, is the sole general partner of The Overlook at Paddock Park, Ltd.
2. The initial contributions by the limited partners is/will be \$400,000.00.
3. Additional amounts anticipated to be contributed by the limited partners are \$0.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I, as the President of Ocala Apartment Developers, Inc., declare that I have read the foregoing and know the contents thereof, and that the facts stated thereunder are true and correct.

Ocala Apartment Developers, Inc., as sole
general partner

By: Mel LaVergne

Mel LaVergne, President

Date: 1/2/95, 1995

A95000000104

POHL & SHORT, P.A.

ATTORNEYS AT LAW

JAMES F. BASQUE
DWIGHT L. IKEL COOL
FRANK L. POHL
WILLIAM W. POUZAR
HOUSTON E. SHORT

280 WEST CANTON AVENUE, SUITE 410
POST OFFICE BOX 3208
WINTER PARK, FLORIDA 32780

TELEPHONE (407) 647-7045
FAX (407) 647-2314

FREDERICK W. PERISOL
Of Counsel

January 24, 1995

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Bureau of Corporate Records
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

RE: The Overlook at Paddock, Ltd.
Our File No.: 638-3

Dear Sir/Madam:

A95000000104

Enclosed please find an Amendment to Certificate of Limited Partnership for the above-referenced corporation for filing, together with a check in the amount of \$105.00 for the required fees as follows:

Filing Fees	\$ 52.50
Certified Copy	52.50
Total	\$105.00

Please forward the certified copy to me. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,


William W. Pouzar

WWP/dm
enclosures

F:\Data\Pouzar\Laws\SOS.Ltr

FILED
1995 JAN 27 PM 1:46
SECRETARY
TALLAHASSEE, FLORIDA

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
FOR THE OVERLOOK AT PADDOCK, LTD.
NAME CHANGE TO THE OVERLOOK AT PADDOCK PARK, LTD.

1. The name of the limited partnership is: The Overlook at Paddock, Ltd.
2. The Certificate of Limited Partnership was filed on January 19, 1995.
3. The Certificate of Limited Partnership is hereby amended as follows:

A. In order to evidence the name change of the limited partnership to "The Overlook at Paddock Park, Ltd.", the first item of the Certificate of Limited Partnership is hereby amended in its entirety to read as follows:

FIRST: The name of the limited partnership
is: "The Overlook at Paddock Park,
Ltd."

The undersigned, being the sole general partner of the limited partnership has executed this Amendment to Certificate of Limited Partnership as of the 23rd day of January, 1995.

General Partner:
Ocala Apartment Developer's, Inc.

By: 

Mel LaVergne, President

f:\dplavergne\amndcert

FILED
1995 JAN 27 PM 1:46
TALLAHASSEE, FLORIDA

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Matham
Secretary of State
DIVISION OF CORPORATIONS

FILED
95 OCT -5 AM 8:55
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership
THE OVERLOOK AT PADDOCK PARK, LTD.

DOCUMENT #
A95000000104

2. How Making Address, if Applicable

Making Address
**2265 PARK VILLAGE PLACE
APOPKA FL 32712**

Principal Office Address
**2265 PARK VILLAGE PLACE
APOPKA FL 32712**

If above addresses are incorrect in any way, file through the secretary, informants and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA 01/10/1995

3a. Date of Last Report
FL

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$400,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$50,000.00

6. FEI Number
#59-323-9835

7. CERTIFICATE OF STATUS REQUIRED
Applied For
Not Applicable

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
**LA VERGNE, MEL
2265 PARK VILLAGE PLACE
APOPKA FL 32712**

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
State
Zip Code
FL

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration Document Number
OCALA APARTMENT DEVELOPERS, INC.	2265 PARK VILLAGE PLA	APOPKA FL 32712	P94000059537

300001605488
-10/11/95--01016--016
****488.75 ****488.75

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE
MEL LAVERGNE, President
Typed or Printed Name of General Partner Signing Form
DATE
9-19-95
Telephone Number
(407) 884-0207