

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

csc networks

Mail To:
P.O. Box 5028
Tallahassee, FL 32314

A95000000267

A95000000267

REFERENCE : 548900 5505A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : February 27, 1995

ORDER TIME : 9:06 AM

ORDER NO. : 548900

CUSTOMER NO: 5505A

CUSTOMER: Peggy Marinelli, Legal Asst
COHEN BERKE BERNSTEIN BRODIE
KONDELL & LASZLO, P.A.
19th Floor
2601 South Bayshore Drive
Miami, FL 33139

G. TAX _____
FILING _____
R. AGENT FEE 1750.00
G. COPY 25.00
TOTAL 1827.50
A. BANK _____
BALANCE DUE _____
PAID _____

DOMESTIC FILING

NAME: VINTAGE/RBG XXIII POD 15 LTD.

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
SECTION OF CORPORATIONS
DIVISION
95 FEB 27 PM 12:11

RECEIVED
95 FEB 27 AM 10:20
DIVISION OF CORPORATIONS

500001419495
-03/02/95--01074--003
***1837.50 ***1837.50

2/27/95

B/K

CERTIFICATE OF LIMITED PARTNERSHIP OF
VINTAGE/RBG XXIII POD 15 LTD.,
a Florida Limited Partnership

The undersigned, as the general partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620 of the Florida Statutes, hereby states the following:

ARTICLE I.

Name of the Limited Partnership

The name of the Limited Partnership is as follows:

VINTAGE/RBG XXIII POD 15 LTD.

ARTICLE II.

Address of the Limited Partnership

The address of the office of the Limited Partnership is as follows:

5752 Vintage Oaks Circle
Delray Beach, Florida 33484.

ARTICLE III.

Registered Agent and Registered Office

The name and address of the agent for service of process on the Limited Partnership is as follows:

COBER CORPORATE AGENTS, INC.
2601 South Bayshore Drive
19th Floor
Miami, Florida 33133.

ARTICLE IV.

Managing General Partner

The name and business address of the Managing General Partners is as follows:

AZA VENTURES VII, INC.,
a Florida corporation
5752 Vintage Oaks Circle
Delray Beach, Florida 33484

P95000001075

FILED
SECRETARY OF STATE
FEB 27 PM 12:11

ARTICLE V.
Non-Managing General Partner

The name and business address of the Non-Managing General Partner is as follows:

RBG XXIII CORP.,
an Illinois corporation
154 Hubbard, Suite 250
Chicago, Illinois 60610

F45000008
FEB 27 PM 12:41
RECEIVED
FEB 27 1995
FEB 27 1995

ARTICLE VI.
Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is as follows:

5752 Vintage Oaks Circle
Delray Beach, Florida 33484.

ARTICLE VII.
Document Execution

All documents required to be executed by the Partnership shall be signed by the Managing General Partner unless the execution by both the Managing General Partner and the Non-Managing General Partner is required by a third party; provided, however, that the Managing Partner may, in writing, delegate the execution of a document to an authorized agent of the Partnership.

ARTICLE VIII.
Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until February 16, 2015, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partners of VINTAGE/RBG XXIII POD 15 LTD., this 23 day of February, 1995.

General Partners:

AZA VENTURES VII, INC., a Florida corporation

By: Eugene N. Suttin
EUGENE N. SUTTIN, as President

RBG XXIII CORP., an Illinois corporation

By: Robert S. Ross
Robert S. Ross Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for VINTAGE/RDG XXIII POD 15 LTD., a Florida limited partnership in the process of formation (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Limited Partnership, hereby agrees to accept service of process for the Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

February 23, 1995

REGISTERED AGENT:

CORER CORPORATE AGENTS, INC., a
Florida corporation

By: 
MICHAEL A. BERKE, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 27 PM 12:11

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The undersigned, as President of AZA VENTURES VII, INC., a Florida corporation (the "Managing General Partner"), being first duly sworn, certify as follows:

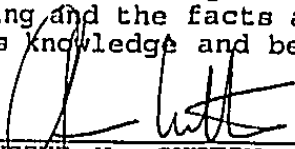
1. The Managing General Partner, along with RBG XXIII CORP., an Illinois corporation, are the general partners of VINTAGE/RBG XXIII POD 15 LTD., a Florida limited partnership in the process of formation, hereinafter referred to as the "Limited Partnership".

2. The amount of capital contributions to the Limited Partnership made by the limited partners is \$750,000.

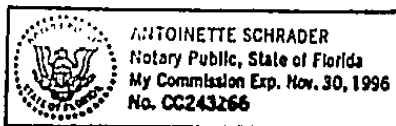
3. The limited partners do not anticipate making any additional cash capital contributions to the Limited Partnership.

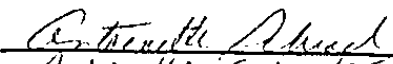
FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and the facts alleged are true, to the best of the undersigned's knowledge and belief.


EUGENE N. SUTTIN, as President of AZA VENTURES VII, INC., a Florida corporation, as the Managing General Partner of VINTAGE/RBG XXIII POD 15 LTD., a Florida limited partnership in the process of formation

SWORN TO AND SUBSCRIBED before me this 23 day of February, 1995, by EUGENE N. SUTTIN, as President of AZA VENTURES VII, INC., a Florida corporation, as the Managing General Partner of VINTAGE/RBG XXIII POD 15 LTD., a Florida limited partnership in the process of formation, who is personally known to me or who has produced _____ as identification.



Signature: 
Print Name: Antoinette Schrader
NOTARY PUBLIC, STATE OF FLORIDA
Serial Number: CC 243266
My Commission Expires: Nov. 30, 1996

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

The undersigned, Vice President of RBG XXIII CORP., an Illinois corporation (the "Non-Managing General Partner"), being first duly sworn, certify as follows:

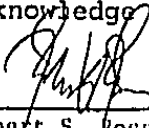
4. The Non-Managing General Partner, along with AZA VENTURES VII, a Florida corporation, are the general partners of VINTAGE/RBG XXIII POD 15 LTD., a Florida limited partnership in the process of formation, hereinafter referred to as the "Limited Partnership".

5. The amount of capital contributions to the Limited Partnership made by the limited partners is \$750,000.

6. The limited partners do not anticipate making any additional cash capital contributions to the Limited Partnership.

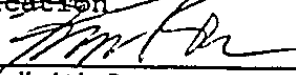
FURTHER AFFIANT SAYETH NAUGHT.

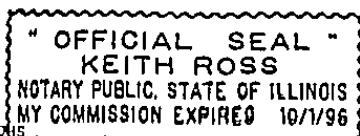
Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and the facts alleged are true, to the best of the undersigned's knowledge and belief.



Robert S. Ross, Vice President of
RBG XXIII CORP., an Illinois
corporation, as the Non-Managing
General Partner of VINTAGE/RBG XXIII
POD 15 LTD., a Florida limited
partnership in the process of
formation

SWORN TO AND SUBSCRIBED before me this 21st day of February, 1995, by Robert S. Ross, Vice President of RBG XXIII CORP., an Illinois corporation, as the Non-Managing General Partner of VINTAGE/RBG XXIII POD 15 LTD., a Florida limited partnership in the process of formation, who is personally known to me or who has produced _____ as identification

Signature: 
Print Name: Keith Ross
NOTARY PUBLIC, STATE OF ILLINOIS
Serial Number: _____
My Commission Expires: 10/1/96



CT07679-015

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE
OF LIMITED PARTNERSHIP OF
VINTAGE/RBG XXIII POD 15 LTD.,
a Florida Limited Partnership

RECEIVED
DIVISION OF CORPORATIONS
95 OCT 12 PM 2:47

Pursuant to Sections 620.109 and 620.123 of the Florida Statutes, VINTAGE/RBG XXIII POD 15 LTD., a Florida Limited Partnership whose Certificate of Limited Partnership was filed on December 30, 1993, files this Certificate of Amendment as follows:

1. Article I of the Certificate of Limited Partnership is amended to change the name of the Limited Partnership to:

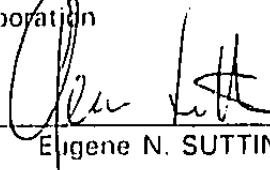
VINTAGE/RBG XXIII POD 6B LTD., a Florida Limited Partnership

2. The General Partners have by unanimous written consent approved the change of the name of the limited partnership from "VINTAGE/RBG XXIII POD 15 LTD." to "VINTAGE/RBG XXIII POD 6B LTD." pursuant to the written consent.

IN WITNESS WHEREOF, the undersigned, as a General Partner of the Limited Partnership, has executed this Certificate of Amendment this 6th day of October, 1995.

MANAGING GENERAL PARTNER:

AZA VENTURES VII, INC., a Florida
corporation

By: 
Eugene N. SUTTIN, as President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
(904) 222-9071
FAX (904) 222-9072

800-342-8086



networks

PRIVATE MAIL
LEGAL & FINANCIAL SERVICES

A 950000000267

ACCOUNT NO. : 072100000032

REFERENCE : 765164 5535A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 13, 1995

ORDER TIME : 11:26 AM

ORDER NO. : 765164

CUSTOMER NO: 5535A

CUSTOMER: Peggy Marinelli, Legal Asst
Cohen Berke Bernstein Brodsky
19th Floor
2601 South Bayshore Drive
Miami, FL 33133

FILING 52.50
AGENT FEE 52.50
C. COPY 12.50
TOTAL 117.50

DOMESTIC AMENDMENT FILING

N. BANK

RECEIVED

RECORD

NAME: VINTAGE/RBG XXIII POD 6B LTD.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 13 PM 2:40

95 DEC 13 11:10:35

12/13/95

300001666336
-12/20/95--01018--004
****105.00 ****105.00

12/13/95
BR

LAW OFFICES

COHEN, BERKE, BERNSTEIN, BRODIE, KONDELL & LASZLO

A PROFESSIONAL ASSOCIATION

MIAMI OFFICE
TERREMARK CENTRE
19TH FLOOR
2601 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33139-3460

TELEPHONE (305) 854-3900
BROWARD (305) 523-6655
TELECOPIER (305) 857-0857

Richard N. Bernstein
Extension 1314

PLEASE REPLY TO: MIAMI OFFICE

BOCA RATON OFFICE
LAKE WYMAN PLAZA
SUITE 451
2424 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

TELEPHONE (407) 993-0407
TELECOPIER (407) 994-0371

December 16, 1995

Buck Kohr, Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Vintage/RBG XXIII Pod 6B Ltd. and
Vintage/RBG XXIII Pod 14 Ltd.

Dear Mr. Kohr:

I am corporate counsel for the above-referenced limited partnerships.

This is to advise you that both limited partnerships will file their 1996 Annual Reports on or before December 31, 1996.

Sincerely,


Richard N. Bernstein

RNB/pm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 13 PM 2:40

**CERTIFICATE OF AMENDMENT TO THE CERTIFICATE
OF LIMITED PARTNERSHIP OF
VINTAGE/RBG XXIII POD 6B LTD.,
a Florida Limited Partnership**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 13 PM 2:40

Pursuant to Sections 620.109 and 620.123 of the Florida Statutes, VINTAGE/RBG XXIII POD 6B LTD., a Florida Limited Partnership whose Certificate of Limited Partnership was filed on February 27, 1995, files this Certificate of Amendment as follows:

1. Article 1 of the Certificate of Limited Partnership is amended to change the name of the Limited Partnership to:

VINTAGE PROPERTIES VII, LTD.
2. The General Partners have by unanimous written consent approved the change of the name of the limited partnership from "VINTAGE/RBG XXIII POD 6B LTD." to VINTAGE PROPERTIES VII, LTD." pursuant to the written consent.

IN WITNESS WHEREOF, the undersigned, as a General Partner of the Limited Partnership, has executed this Certificate of Amendment this 7th day of December, 1995.

MANAGING GENERAL PARTNER:

AZA VENTURES VII, INC., a Florida
corporation

By: _____

Eugene N. Suttin, as President

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 M. Moore
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95-DEC-26 PM 12:21

WLC 12/96

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000267

VINTAGE PROPERTIES VII, LTD.

DO NOT WRITE IN THIS SPACE

2. Home Mailing Address (if Applicable)

State Apt # etc

City State & Zip

2a. New Principal Office Address (if Applicable)

State Apt # etc

City State & Zip

Mailing Address

5752 VINTAGE OAKS CIRCLE
DELRAY BEACH FL 33404

Principal Office Address

5752 VINTAGE OAKS CIRCLE
DELRAY BEACH FL 33404

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

3. Date Formed or Registered to Do Business in
FLORIDA 02/27/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$750,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FID Number

65-056-2406

Approved For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$8.75 Additional Fee required
for Certificate of Status

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 \$570.25 (\$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

COBER CORPORATE AGENTS, INC.
2601 SOUTH BAYSHORE DRIVE, 19TH FLOOR
MIAMI FL 33133

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State Apt # etc

City

FL

Zip Code

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, submit 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, a familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

AZA VENTURES VII, INC.
RBG XXIII CORP.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

5752 VINTAGE OAKS CIR
154 HUBBARD, SUITE 25

11b. City, State & Zip Code

DELRAY BEACH FL 33484
DELRAY BEACH FL 33484

11c. Registration/
Document Number

P95000001075
F95000000890

200001677532
-01/03/95--01127--006
***576.25 ***576.25

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 for 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 effect 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

DATE

Typed or Printed Name of General Partner Signing Form

Gene Sutton

Telephone Number

407-446-7879