



A95000000459

THE GREEN COMPANIES Executive Offices

Developers
Brokers
Real Estate Brokers
Mortgage Brokers
Contractors
Property Management

March 13, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

100001-123001
03/15/95--01014--002
****07.50 ****07.50

Attn: Limited Partnership Section

Re: Green Vista Apartments, Ltd. ~~A95000005826~~

Dear Madam or Sir,

Enclosed please find an original and one (1) copy of the Certificate of Limited Partnership for Green Vista Apartments, Ltd. and Affidavit regarding total contribution. Also enclosed is our check in the amount of \$87.50, which represents the filing fee and registered agent fee.

To expedite this request, enclosed is a pre-paid Federal Express envelope for your use in returning a copy of the above documents to me for our file. If you have any questions, please call me directly at (305) 670-1000, Extension 110.

Thank you for your assistance.

Very truly yours,

THE GREEN COMPANIES

Elizabeth A. Green
ELIZABETH A. GREEN, ESQ.

EAG:mb
Enclosures

~~3/15/95a~~
3/22/95a

FILED
1995 MAR 22 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 15, 1995

ELIZABETH A. GREEN, ESQUIRE
7700 NORTH KENDALL DR., STE. 200
MIAMI, FL 33156

SUBJECT: GREEN VISTA APARTMENTS, LTD.
Ref. Number: W95000005826

We have received your document for: GREEN VISTA APARTMENTS, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.114, Florida Statutes, requires the original certificate of limited partnership, an affidavit, a certificate of correction, or supplemental affidavit to be signed by all of the general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 595A00011652



THE GREEN COMPANIES Executive Offices

Developers
Builders
Real Estate Brokers
Mortgage Brokers
Contractors
Property Management

March 21, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Attn: Ava Watson
Corporate Specialist

Re: Green Vista Apartments, Ltd.
Ref. Number W95000005826

Dear Ms. Watson,

Enclosed please find an original and one (1) copy of the Certificate of Limited Partnership for Green Vista Apartments, Ltd. and Affidavit regarding total contribution that have been signed by all of the General Partners. Also enclosed is a copy of your letter dated March 15, 1995.

To expedite this request, enclosed is a pre-paid Federal Express envelope for your use in returning a copy of the above documents to me for our file. If you have any questions, please call me directly at (305) 670-1000, Extension 110.

Thank you for your assistance.

Very truly yours,

THE GREEN COMPANIES

Elizabeth A. Green MB
ELIZABETH A. GREEN, ESQ.

EAG:mb
Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GREEN VISTA APARTMENTS, LTD.

A9500000459

FILED
BSS MAR 22 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, the undersigned General Partner of GREEN VISTA APARTMENTS, LTD. (the "Limited Partnership") presents this Certificate of Limited Partnership for filing as follows:

1. Name of Partnership. The name of the Limited Partnership is GREEN VISTA APARTMENTS, LTD.

2. Effective Date. This Certificate of Limited Partnership is to be effective upon filing.

3. Office and Agent for Service of Process. The address of the Limited Partnership's office is 7700 North Kendall Drive, Suite 200, Miami, Florida 33156, and the name and address of the Limited Partnership's agent for service of process is Elizabeth A. Green, Esquire, 7700 North Kendall Drive, Suite 200, Miami, Florida 33156.

4. Names and Addresses of General Partners. The names and the business addresses of the General Partners are as follows:

<u>Name</u>	<u>Address</u>
DESIGN CORPORATION OF AMERICA, I, a Florida corporation	7700 North Kendall Drive Suite 200 Miami, Florida 33156
GREEN VISTA APARTMENTS, INC., a Florida corporation	7700 North Kendall Drive Suite 200 Miami, Florida 33156
MICHAEL CHRISTOPHER	Maddux and Company 7250 S.W. 39th Terrace Miami, Florida 33155-6624
CHARLES HAUSER	Maddux and Company 7250 S.W. 39th Terrace Miami, Florida 33155-6624

This Instrument Prepared By:
ELIZABETH A. GREEN, ESQUIRE
7700 North Kendall Drive
Suite 200
Miami, Florida 33156
Tel. (305) 670-1000

CERTIFICATE OF LIMITED PARTNERSHIP OF
GREEN VISTA APARTMENTS, LTD.

=====

FILED
1995 MAR 22 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. Mailing Address. The mailing address for the Limited Partnership is 7700 North Kendall Drive, Suite 200, Miami, Florida 33156.

6. Dissolution. The latest date upon which the Limited Partnership is to dissolve is March 1, 2094.

7. Due Execution and Compliance with Statute. This Certificate of Limited Partnership was duly executed and is being filed in accordance with Florida Statute § 620.109.

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Limited Partnership as of the 17 day of March, 1995.

GENERAL PARTNERS

DESIGN CORPORATION OF AMERICA, I,
a Florida corporation, General Partner

By: George R. Brown, Jr.
GEORGE R. BROWN, JR., President
(SEAL)

GREEN VISTA APARTMENTS, INC.,
a Florida corporation, General Partner

By: George R. Brown, Jr.
GEORGE R. BROWN, JR., President
(SEAL)

By: Michael Christopher
MICHAEL CHRISTOPHER,
General Partner

By: Charles Hauser
CHARLES HAUSER, General Partner

FILED
1995 MAR 22 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

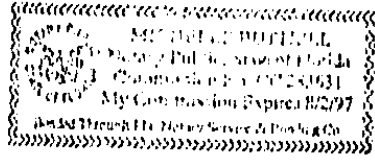
CERTIFICATE OF LIMITED PARTNERSHIP OF
GREEN VISTA APARTMENTS, LTD.
=====

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15th
day of March, 1995, by GEORGE R. BROWN, JR., as President of
DESIGN CORPORATION OF AMERICA, I, a Florida corporation, as General
Partner of GREEN VISTA APARTMENTS, LTD., a Florida limited
partnership, who is personally known to me or produced
N/A as identification, and who did take an
oath.

NOTARY PUBLIC

My Commission Expires:



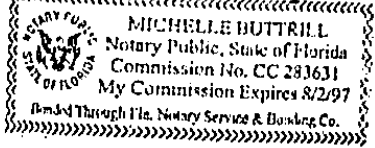
Sign: Michelle Buttrill
Print: Michelle Buttrill
State of Florida at Large
(SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15th
day of March, 1995, by GEORGE R. BROWN, JR., as President of
GREEN VISTA APARTMENTS, INC., a Florida corporation, as General
Partner of GREEN VISTA APARTMENTS, LTD., a Florida limited
partnership, who is personally known to me or produced
N/A as identification, and who did take an
oath.

NOTARY PUBLIC

My Commission Expires:



Sign: Michelle Buttrill
Print: Michelle Buttrill
State of Florida at Large
(SEAL)

This Instrument Prepared By:
ELIZABETH A. GREEN, ESQUIRE
7700 North Kendall Drive
Suite 200
Miami, Florida 33156
Tel. (305) 670-1000

CERTIFICATE OF LIMITED PARTNERSHIP OF
GREEN VISTA APARTMENTS, LTD.

=====

FILED
1995 MAR 22 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17
day of March, 1995, by MICHAEL CHRISTOPHER, as General
Partner of GREEN VISTA APARTMENTS, LTD., a Florida limited
partnership, who is personally known to me or produced
_____ as identification, and who did take an
oath.

My Commission Expires:

NOTARY PUBLIC

Sign: Thomas A. Leonard

Print: THOMAS A. LEONARD
State of Florida at Large

OFFICIAL NOTARY SEAL
THOMAS A. LEONARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC397809
MY COMMISSION EXP. OCT. 14, 1998
(SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17
day of March, 1995, by CHARLES HAUSER, as General Partner of
GREEN VISTA APARTMENTS, LTD., a Florida limited partnership, who is
personally known to me or produced _____ as
identification, and who did take an oath.

My Commission Expires:

NOTARY PUBLIC

Sign: Thomas A. Leonard

Print: THOMAS A. LEONARD
State of Florida at Large

OFFICIAL NOTARY SEAL
THOMAS A. LEONARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC397809
MY COMMISSION EXP. OCT. 14, 1998
(SEAL)

This Instrument Prepared By:
ELIZABETH A. GREEN, ESQUIRE
7700 North Kendall Drive
Suite 200
Miami, Florida 33156
Tel. (305) 670-1000

CERTIFICATE OF LIMITED PARTNERSHIP OF
GREEN VISTA APARTMENTS, LTD.

The undersigned, having been named to accept service of process for the above limited partnership at the place designated in Paragraph 3 hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.



ELIZABETH A. GREEN

GVA#1 G-Vista1.LPC 3/15/95

FILED
1995 MAR 22 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Instrument Prepared By:
ELIZABETH A. GREEN, ESQUIRE
7700 North Kendall Drive
Suite 200
Miami, Florida 33156
Tel. (305) 670-1000

AFFIDAVIT

FILED
1985 MAR 22 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The undersigned, as General Partners of GREEN VISTA APARTMENTS, LTD., a Florida limited partnership ("Limited Partnership"), declare as follows:

The total of capital contributions of the limited partners of the Limited Partnership through this date is \$1.00 and the anticipated future capital contributions of the limited partners to the Limited Partnership is \$100.

GREEN VISTA APARTMENTS, LTD.,
a Florida limited partnership

GENERAL PARTNERS

DESIGN CORPORATION OF
AMERICA, I, a Florida
corporation, General Partner

By: *George R. Brown, Jr.*
GEORGE R. BROWN, JR., President
(SEAL)

GREEN VISTA APARTMENTS, INC.,
a Florida corporation, General
Partner

By: *George R. Brown, Jr.*
GEORGE R. BROWN, JR., President
(SEAL)

By: *Michael Christopher*
MICHAEL CHRISTOPHER,
General Partner

By: *Charles Hauser*
CHARLES HAUSER, General Partner

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

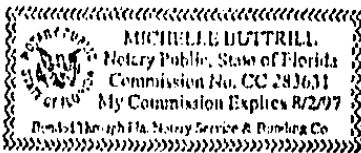
The foregoing instrument was acknowledged before me this 15th day of March, 1995, by GEORGE R. BROWN, JR., as President of DESIGN CORPORATION OF AMERICA, I, a Florida corporation, as General Partner of GREEN VISTA APARTMENTS, LTD., a Florida limited partnership, who is personally known to me or produced N/A as identification, and who did take an oath.

NOTARY PUBLIC

Sign: Michelle Buttrill

My Commission Expires:

Print: Michelle Buttrill
State of Florida at Large



FILED
1995 MAR 22 AM 11:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

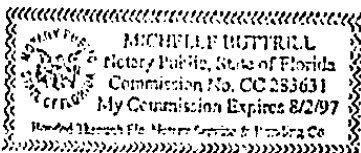
The foregoing instrument was acknowledged before me this 15th day of March, 1995, by GEORGE R. BROWN, JR., as President of GREEN VISTA APARTMENTS, INC., a Florida corporation, as General Partner of GREEN VISTA APARTMENTS, LTD., a Florida limited partnership, who is personally known to me or produced N/A as identification, and who did take an oath.

NOTARY PUBLIC

Sign: Michelle Buttrill

My Commission Expires:

Print: Michelle Buttrill
State of Florida at Large
(SEAL)



STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17 day of March, 1995, by MICHAEL CHRISTOPHER, as General Partner of GREEN VISTA APARTMENTS, LTD., a Florida limited partnership, who is personally known to me or produced _____ as identification, and who did take an oath.

NOTARY PUBLIC

Sign: Thomas Leonard

My Commission Expires:

Print: Thomas A Leonard
State of Florida at Large

OFFICIAL NOTARY SEAL
THOMAS A LEONARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC207803
MY COMMISSION EXP. OCT. 14, 1998

FILED
1995 MAR 22 AM 11:40
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17 day of March, 1995, by CHARLES HAUSER, as General Partner of GREEN VISTA APARTMENTS, LTD., a Florida limited partnership, who is personally known to me or produced _____ as identification, and who did take an oath.

NOTARY PUBLIC

Sign: Thomas Leonard

My Commission Expires:

Print: Thomas A Leonard
State of Florida at Large

OFFICIAL NOTARY SEAL
THOMAS A LEONARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC207803
MY COMMISSION EXP. OCT. 14, 1998

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
Tallahassee
Secretary of State
DIVISION OF CORPORATIONS

FILED
05 DEC 19 1996
RECEIVED
TALLAHASSEE, FLORIDA
DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership
GREEN VISTA APARTMENTS, LTD.

1a. DOCUMENT #
A95000000459

96-AK
CM

Mailing Address
7700 NORTH KENDALL DR. SUITE 200 MIAMI FL 33156

Principal Office Address
7700 NORTH KENDALL DR. SUITE 200 MIAMI FL 33156

3. Date Formed or Registered to Do Business in FLORIDA: **03/22/1995**

3a. Date of Last Report

4. State of Country of Formation: **FL**

5a. Capital Contributions as Shown on Record: **\$100.00**

5b. Amount of Capital Contributions in FLORIDA to date: **\$100.00**

6. FID Number: **65-0565633**

2. New Mailing Address, if Applicable

City, State & Zip

2a. New Principal Office Address, if Applicable

City, State & Zip: **MIAMI FL 33156**

0. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if 5a or 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 \$101.25 (\$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
**GREEN, ELIZABETH A., ESQ.
7700 NORTH KENDALL DR.
SUITE 200
MIAMI FL 33156**

10. If changed, New Registered Agent's Name

Name: _____
Street Address (P.O. Box Number is Not Acceptable): _____
City, State & Zip: **FL**

10a. Pursuant to the provisions of sections 620.105(1) and 620.102, Florida Statutes, the above-named limited partnership organized or regulated 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) _____ DATE _____

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
DESIGN CORPORATION OF AMERIC	7700 NORTH KENDALL DR	MIAMI FL 33156	V63814
GREEN VISTA APARTMENTS, INC.	7700 NORTH KENDALL DR 490 Opa-locka Blvd. #20	MIAMI FL 33156 Opa-locka, FL 33054	P95000020988
CHRISTOPHER, MICHAEL	7250 SW 39TH TERRACE	MIAMI FL 33155	
HAUSER, CHARLES	7250 SW 39TH TERRACE	MIAMI FL 33155	

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)(a), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(a) 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.

DESIGN CORPORATION OF AMERICA, I, a Florida corporation, its General Partner

SIGNATURE BY: *Elizabeth A. Green* Secretary
ELIZABETH A. GREEN, Secretary

DATE: **12/4/95**

Telephone Number: **(305) 670-1000**

Typed or Printed Name of General Partner Signing Form _____

CR2EC03 (6/95)

A 95000000459

THE GREEN COMPANIES Executive Offices

SRC 2:1560

Members
Equal
Real Estate Brokers
Mortgage Brokers
Contractors
Property Management

June 10, 1996

VIA UNITED PARCEL SERVICE

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

500001858815
-06/11/96--01173--009
*****52.50 *****52.50

Attn: Limited Partnership Section

Re: First Amendment to the Certificate of Limited Partnership of
Green Vista Apartments, Ltd.

Dear Madam or Sir,

Enclosed please find the original and one (1) copy of the above
Amendment, along with our check in the amount of \$52.50
representing the filing fee.

To expedite this request, we have included a pre-paid UPS envelope
for your use. Please call me directly at (305) 670-1000, Extension
110, should you require any additional information.

Very truly yours,

THE GREEN COMPANIES

Elizabeth A. Green MD

ELIZABETH A. GREEN, ESQ.

EAG:mb
Enclosures

A96-459

Name Availability	OR 6-12
Document Examiner	OR
Notary	OR
W. P.	OR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 12 PM 3:15

FIRST AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GREEN VISTA APARTMENTS, LTD.

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Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, the undersigned General Partners of GREEN VISTA APARTMENTS, LTD. (the "Limited Partnership") presents this First Amendment to the Certificate of Limited Partnership for filing as follows:

1. Name of Partnership. The name of the Limited Partnership is GREEN VISTA APARTMENTS, LTD.

2. Effective Date. The Certificate of Limited Partnership was filed and became effective on March 22, 1995.

3. Amendments to Certificate of Limited Partnership. In connection with the substitution of Design Corporation of America, II, a Florida corporation, for Design Corporation of America, I, a Florida corporation, as General Partner, and the assignment of the stock of Green Vista Apartments, Inc., as General Partner, the following amendments are made to the Partnership's Certificate of Limited Partnership to evidence the substitution and assignment, respectively, of the General Partners of the Partnership. Accordingly, Section 4 of the Certificate of Limited Partnership is hereby amended in its entirety to now read as follows:

4. Names and Addresses of General Partners. The names and the business addresses of the General Partners are as follows:

<u>Name</u>	<u>Address</u>
DESIGN CORPORATION OF AMERICA, II, a Florida corporation M3326C	7700 North Kendall Drive Suite 200 Miami, Florida 33156
GREEN VISTA APARTMENTS, INC., a Florida corporation	490 Opa-locka Boulevard Suite 20 Opa-locka, Florida 33054

This Instrument Prepared By:
ELIZABETH A. GREEN, ESQUIRE
7700 North Kendall Drive
Suite 200
Miami, Florida 33156
Tel. (305) 670-1000

CERTIFICATE OF LIMITED PARTNERSHIP OF
GREEN VISTA APARTMENTS, LTD.

=====

MICHAEL CHRISTOPHER

Maddux and Company
7250 S.W. 39th Terrace
Miami, Florida 33155-6624

CHARLES HAUSER

Maddux and Company
7250 S.W. 39th Terrace
Miami, Florida 33155-6624

Except as amended by this First Amendment to the Certificate of Limited Partnership, all other provisions of the Certificate of Limited Partnership of Green Vista Apartments, Ltd. remain in full force and effect.

WHEREFORE, this First Amendment to the Certificate of Limited Partnership has been executed by the General Partners of the Partnership in accordance with the provision of Section 620.114 of the Act on this 10th day of JUNE, 1996.

GENERAL PARTNERS

DESIGN CORPORATION OF AMERICA, II,
a Florida corporation, General
Partner

By: George R. Brown, Jr.
GEORGE R. BROWN, JR., President
(SEAL)

GREEN VISTA APARTMENTS, INC.,
a Florida corporation, General
Partner

By: Stephanie Williams-Baldwin
STEPHANIE WILLIAMS-BALDWIN
(SEAL)
Title: Vice - President


This Instrument Prepared By:
ELIZABETH A. GREEN, ESQUIRE
7700 North Kendall Drive
Suite 200
Miami, Florida 33156
Tel. (305) 670-1000

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 12 PM 3:15

CERTIFICATE OF LIMITED PARTNERSHIP OF
GREEN VISTA APARTMENTS, LTD.

=====

GENERAL PARTNERS



MICHAEL CHRISTOPHER, General Partner



CHARLES HAUSER, General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
25 JUN 12 PM 3:15

CERTIFICATE OF LIMITED PARTNERSHIP OF
GREEN VISTA APARTMENTS, LTD.
=====

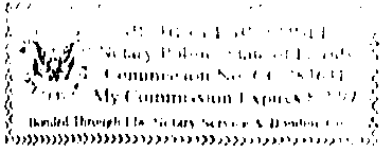
SECRET
OFFICE OF THE
CLERK OF THE
COURT
DADE COUNTY
FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4
day of June, 1996, by GEORGE R. BROWN, JR., as
President of DESIGN CORPORATION OF AMERICA, II, a Florida
corporation, as General Partner of GREEN VISTA APARTMENTS, LTD., a
Florida limited partnership, who is personally known to me or
produced N/A as identification, and who did take
an oath.

NOTARY PUBLIC

My Commission Expires:



Sign: Michelle Buttrill
Print: Michelle Buttrill
State of Florida at Large
(SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4th
day of June, 1996, by STEPHANIE WILLIAMS-BALDWIN, as
Vice President (Title) of GREEN VISTA APARTMENTS, INC., a
Florida corporation, as General Partner of GREEN VISTA APARTMENTS,
LTD., a Florida limited partnership, who is personally known to me
or produced N/A as identification, and who did
take an oath.

NOTARY PUBLIC

My Commission Expires:



Sign: Daniel Wick
Print: DANIEL A. WICK JR.
State of Florida at Large
(SEAL)

This Instrument Prepared By:
ELIZABETH A. GREEN, ESQUIRE
7700 North Kendall Drive
Suite 200
Miami, Florida 33156
Tel. (305) 670-1000

CERTIFICATE OF LIMITED PARTNERSHIP OF
GREEN VISTA APARTMENTS, LTD.

=====

The undersigned, having been named to accept service of process for the above limited partnership at the place designated in Paragraph 3 hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.



ELIZABETH A. GREEN, ESQUIRE

GVA#2 G-Vista3.LPC
6/4/96

95 JUN 12 PM 3:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS

This Instrument Prepared By:
ELIZABETH A. GREEN, ESQUIRE
7700 North Kendall Drive
Suite 200
Miami, Florida 33156
Tel. (305) 670-1000

A95000000459

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600

(Address)
Tallahassee, Florida 32302

(City, State, Zip) (Phone #)
425-5625

OFFICE USE ONLY

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
NOV 14 AM 11:00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Green Vista Apartments, Ltd. (Corporation Name) 400002008024-4 (Document #)
-11/19/96--01094--023
****105.00 ****105.00
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

Walk in Pick up time 1:00 Certified Copy

Mail 22 Will wait Photocopy Certificate of Status

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
NOV 14 AM 11:00

NEW FILINGS	AMENDMENTS
<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<input type="checkbox"/> Merger

G. TAX FILING 52.50

R. AGENT FEE 52.50

S. COPY 105.00

TOTAL 210.00

U. BANK BALANCE DUE _____

V. FUND _____

OTHER FILINGS
<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/QUALIFICATION
<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

Examiner's Initials BN

**SECOND CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GREEN VISTA APARTMENTS, LTD.**

FILED IN STATE RECORDS
DIVISION
NOV 14 11 AM '96

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act the Undersigned hereby adopts the following Amendments to the Certificate of Limited Partnership originally filed with the Florida Secretary of State's Office on March 22, 1995 under file number A95000000459:

1. The name of the limited partnership is **GREEN VISTA APARTMENTS, LTD.**
2. The original Certificate of Limited Partnership was filed with the Florida Secretary of State on March 22, 1995, with the amendments thereto filed on June 12, 1996.
3. In order to reflect the withdrawal of **CHARLES HAUSER** and **MICHAEL CHRISTOPHER** as a General Partner of the Partnership and to reflect the assignment of such partners' interest to Design Corporation of America II and Green Vista Apartments, Inc., Paragraph 4 of the Certificate of Limited Partnership of the Partnership is hereby amended in its entirety to provide as follows:
 4. The names and addresses of the General Partners are as follows:
 - (a) **DESIGN CORPORATION OF AMERICA, II**
7700 N. Kendall Drive, Suite 200
Miami, Florida 33156 *M33260*
 - (a) **GREEN VISTA APARTMENTS, INC.**
490 Opa Locka Blvd., Suite 20 *P95000020988*
Opa Locka, Florida 33054

The undersigned General Partners and former General Partners of the Partnership have authorized the above amendment and have executed this Second Amendment to Certificate of Limited Partnership on the dates indicated.

GENERAL PARTNERS:

Design Corporation of America II, a
Florida corporation

Dated: Sept. 30, 1996

By: *George R. Brown*
Name: George R. Brown
Title: President

Green Vista Apartments, Inc., a Florida corporation

Dated: 9-30-96, 1996

By: Stephanie Williams Baldwin
Name: Stephanie Williams Baldwin
Title: President

FORMER GENERAL PARTNER:

Dated: 9-30, 1996

Michael Christopher
Michael Christopher

Dated: 9-30, 1996

Charles Hauser
Charles Hauser

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 14 11 AM '96

MIA3-431709